

滙隆控股有限公司 WLS Holdings Limited

股份代號 Stock Code : 8021

(於開曼群島成立並於百慕達存續之有限公司)
(Incorporated in Cayman Islands and continued in
Bermuda with limited liability)

ANNUAL REPORT 2023 年報



GEM特色

GEM CHARACTERISTICS

香港聯合交易所有限公司（「聯交所」）GEM的特色

GEM的定位，乃為中小型公司提供一個上市的市場，此等公司相比起其他在聯交所上市的公司帶有較高投資風險。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。

由於GEM上市公司普遍為中小型公司，在GEM買賣的證券可能會較於主板買賣之證券承受較大的市場波動風險，同時無法保證在GEM買賣的證券會有高流通量的市場。

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本年報（滙隆控股有限公司（「本公司」或「滙隆」）各董事（「董事」）願共同及個別對此負全責）乃遵照聯交所GEM證券上市規則（「GEM上市規則」）的規定而提供有關本公司的資料。各董事經作出一切合理查詢後，確認就彼等所知及所信：(1) 本年報所載資料在各重大方面均屬準確及完整，且無誤導或欺詐成分；及(2) 並無遺漏任何其他事實致使本年報所載任何陳述或本年報產生誤導。

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (“STOCK EXCHANGE”)

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Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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This annual report, for which the directors (“Directors”) of WLS Holdings Limited (“Company” or “WLS”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (“GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this annual report is accurate and complete in all material respects and not misleading or deceptive; and (2) there are no other matters the omission of which would make any statement herein or this annual report misleading.

「天圓地方」的概念

在競爭激烈的商業世界，唯一的致勝之道是積極打穩基礎，不斷求進，提高商業效率。

滙隆控股有限公司深明商業之道，並將「天圓地方」的概念實踐於其企業使命中。「圓」在外表示對外需圓滑、靈活；「方」在內代表處事需嚴謹方正，力求完美。因此滙隆一直堅守其原則及信念；永遠不斷重視及提高「安全、質量及效率」。

滙隆應用「天圓地方」的概念，強調靈活彈性之餘更嚴格遵守業內的每項法例和守則。

“CIRCLE AND SQUARE” CONCEPT

In this intensely competitive world, the winners are those who take the initiative to build a solid foundation and dedicate efforts on self improvement and enhance business efficiencies.

WLS Holdings Limited, with excellent business acumen, takes a proactive stance on incorporating the “Circle and Square” concept into its corporate mission. The underlying meaning of having a “Circle” encompassing a square symbolises the importance of offering smooth services and flexibility to external parties, and “Square” encompassed by a circle symbolises the requirement of cautiousness and striving after perfection. That is why WLS shall adhere unwaveringly to its principle of perpetual emphasis and continuous improvement on “Safety, Quality and Efficiency”.

WLS practises and preaches the theory of “Circle and Square” by integrating flexibility into every step of its operations as well as abiding by every legal regulation and restriction.

我們的使命 OUR MISSION

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Scale New Heights
Exceed Excellence

跨卓越 登頂峰

公司資料

CORPORATE INFORMATION

董事

執行董事

蘇宏進先生
楊海佳先生
王莉莉女士

獨立非執行董事

羅文生先生
林惠如女士
盧家麒先生

審核委員會成員

羅文生先生
林惠如女士
盧家麒先生

薪酬委員會成員

羅文生先生
林惠如女士
盧家麒先生

提名委員會成員

楊海佳先生
林惠如女士
盧家麒先生

授權代表

蘇宏進先生
黃展明先生

監察主任

楊海佳先生

公司秘書

黃展明先生

註冊辦事處

Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM 10
Bermuda

DIRECTORS

Executive Directors

Mr. So Wang Chun, Edmond
Mr. Yang Haijia
Ms. Wang Lili

Independent Non-executive Directors

Mr. Law Man Sang
Ms. Lam Wai Yu
Mr. Lo Ka Ki

AUDIT COMMITTEE

Mr. Law Man Sang
Ms. Lam Wai Yu
Mr. Lo Ka Ki

REMUNERATION COMMITTEE

Mr. Law Man Sang
Ms. Lam Wai Yu
Mr. Lo Ka Ki

NOMINATION COMMITTEE

Mr. Yang Haijia
Ms. Lam Wai Yu
Mr. Lo Ka Ki

AUTHORISED REPRESENTATIVES

Mr. So Wang Chun, Edmond
Mr. Wong Chin Ming

COMPLIANCE OFFICER

Mr. Yang Haijia

COMPANY SECRETARY

Mr. Wong Chin Ming

REGISTERED OFFICE

Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM 10
Bermuda

公司資料

CORPORATE INFORMATION

總辦事處及主要營業地點

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公司網頁

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獨立核數師

德博會計師事務所有限公司

香港法律顧問

呂鄭洪律師行有限法律責任合夥
曾陳胡律師行
薛馮鄺岑律師行

主要往來銀行

星展銀行(香港)有限公司
香港上海滙豐銀行有限公司
中國銀行(香港)有限公司
交通銀行股份有限公司

股份過戶登記總處

Ocorian Management (Bermuda) Limited
Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM 10
Bermuda

股份過戶登記香港分處

聯合證券登記有限公司
香港北角
英皇道338號華懋交易廣場2期33樓3301-04室

股份代號

8021

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

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COMPANY'S WEBSITE

www.wls.com.hk

INDEPENDENT AUDITORS

D & PARTNERS CPA LIMITED

LEGAL ADVISERS AS TO HONG KONG LAW

LCH Lawyers LLP
Tsang, Chan & Woo
Sit, Fung, Kwong & Shum, Solicitors

PRINCIPAL BANKERS

DBS Bank (Hong Kong) Limited
The Hongkong and Shanghai Banking Corporation Limited
Bank of China (Hong Kong) Limited
Bank of Communications Co., Ltd.

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Ocorian Management (Bermuda) Limited
Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM 10
Bermuda

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Union Registrars Limited
Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road,
North Point, Hong Kong

STOCK CODE

8021

財務摘要

FINANCIAL HIGHLIGHTS

		截至四月三十日止財政年度 Financial Year ended 30 April			
		二零二三年	二零二二年	二零二一年	二零二零年
		2023	2022	2021	2020
		千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
營業額	Turnover	145,960*	191,027	150,206	139,516
除稅前虧損	Loss before taxation	(105,807)*	(7,519)	(12,929)	(113,991)
本公司持有人 應佔本年度虧損	Loss for the year attributable to the owners of the Company	(112,413)*	(10,818)	(13,750)	(103,134)
每股虧損 (港仙)	Loss per share (HK cent)				
— 基本及攤薄	– basic and diluted	(0.782)*	(0.075)	(0.096)	(0.718)

* From continuing operations

* 來自持續經營



Uniqueness

創新突破

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

概覽

截至二零二三年四月三十日止年度（「本年度」），本集團持續經營錄得本年度總收益減少約146,000,000港元，較截至二零二二年四月三十日止年度（「上年度」）減少約22.8%。於本年度本公司持有人在持續經營上應佔虧損淨額為約112,400,000港元，較上年度大幅增加約101,800,000港元。

本年度之經營及報告分部已呈列為(i)為建築及建造工程提供棚架搭建、精裝修及其他輔助服務、(ii)借貸業務及(iii)證券投資業務。

各業務分部之業務及財務回顧詳情載於下文。

業務回顧

為建築及建造工程提供棚架搭建、精裝修及其他輔助服務

於本年度，為建築及建造工程提供棚架搭建、精裝修及其他輔助服務為最大的業務分部。本分部包括為建築及建造工程提供棚架搭建服務、精裝修服務及其他輔助服務。於本年度，本分部產生的收益約為103,400,000港元，較上年度減少約36,900,000港元（上年度：約140,300,000港元），乃由於本集團於二零二三財政年度投標合約價格較高之新建築合約。本集團於本年度共獲授2份新建築合約（上年度：13份新建築合約）。

OVERVIEW

During the year ended 30 April 2023 (“Year”), the Group recorded a decrease in the Group’s total revenue for the Year from continuing operations of approximately HK\$146.0 million, representing a decrease of approximately 22.8% as compared with the year ended 30 April 2022 (“Last Year”). Net loss attributable to the owners of the Company for the Year from continuing operations was approximately HK\$112.4 million, representing a significant increase of approximately HK\$101.8 million as compared with Last Year.

The operations and reportable segments for the Year were presented as (i) scaffolding, fitting out and other auxiliary services for construction and buildings work, (ii) money lending business and (iii) securities investment business.

The detailed business and financial review of each business segment is stated below.

BUSINESS REVIEW

Scaffolding, Fitting out and Other Auxiliary Services for Construction and Buildings Work

The scaffolding, fitting out and other auxiliary services for construction and buildings work was the largest business segment for the Year. This segment includes scaffolding services, fitting out services and other auxiliary services for construction and buildings work. For the Year, revenue from this segment was approximately HK\$103.4 million, representing a decrease of approximately HK\$36.9 million as compared with Last Year (Last Year: approximately HK\$140.3 million), since the Group had bid the new construction contracts with higher contract price in FY2023. The Group had awarded a total of 2 new construction contracts during the Year (Last Year: 13 new construction contracts).

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

棚架搭建服務

近年來，香港特別行政區政府推出多個大型基建項目，以促進建造業的發展及造福社會。就此而言，政府多管齊下，矢志維持穩定及可持續的土地供應，以滿足香港的持續住房需求。

另一方面，過去幾年，整個棚架搭建行業面對的主要困難為熟練技工及經驗豐富的人員的供應短缺。該等工人短缺導致整個行業的勞工成本增加及利潤率下降，從而進一步加劇棚架搭建界別內的競爭。然而，值得一提的是，本集團的專利棚架搭建系統「霹靂」在行業上節省人力及提升效率方面效果顯著。

作為香港主要棚架搭建服務供應商之一，憑藉其無可挑剔的服務質素而廣受稱道，加上穩固的客戶關係，本集團就獲得正面反饋及顯著的業務支持引以為傲。於本年度，本集團為40個在建項目提供棚架搭建服務且其中25個已如期完成，亦取得2份新合約。

Scaffolding Services

In recent years, a number of large-scale infrastructure projects have been carried out by the Government of HKSAR to boost the construction industry and well-being of the society. For this purpose, a multi-pronged strategy has been adopted by the government to maintain a steady and sustainable land supply with the aim to meet the continuing housing needs in Hong Kong.

On the other hand, in the past few years, the entire scaffolding industry encountered the major difficulty of shortage in supply of skilled workers and experienced personnel. Such shortage of workers resulted in the rising labour costs and diminishing profit margins throughout the industry, which further intensified competition within the scaffolding sector. However, it is worth mentioning that the Group's patented scaffolding system, which is known as "Pik-Lik", has played a crucial role in saving manpower and enhancing efficiency in the industry.

Leveraging the widespread recognition of the impeccable quality of services and the strong relationships nurtured with clientele, the Group receives positive feedback and prominent business support and takes pride in being one of the leading scaffolding service providers in Hong Kong. During the Year, the Group provided scaffolding services to 40 ongoing projects, and 25 of which were completed on schedule and 2 new contracts were awarded.

管理層討論及分析

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棚架搭建服務的項目一覽 (截至二零二三年四月三十日)

- 長沙灣荔盈街綜合酒店發展項目
- 九龍賈炳達道138號重建綜合發展項目
- 香港城市大學賽馬會健康一體化大樓綜合發展項目
- 天水圍輕鐵天榮站綜合發展項目
- 通州街及桂林街1-5號物業發展項目
- 青衣青鴻路公屋發展項目
- Khalsa Diwan Hong Kong (錫克廟) 重建項目
- 沙田多石街33號住宅發展項目
- 波老道20港島中學重建項目
- 嘉民集團荃灣西工貿發展項目
- 高山道167資助出售房屋項目之住宅發展項目
- 兆康Phase 2大樓住宅發展項目
- TKOTL 131數據中心
- 東港城住宅綜合發展項目
- 日出康城10期住宅發展項目
- 觀塘安達臣道3號住宅發展項目
- 太子道西233-235號住宅重建項目
- 旺角新填地街／山東街住宅發展項目
- 黃麻角道住宅發展項目
- 油塘內地段第44號住宅發展項目
- 港島雲地利道17A & B號教會、安老院及長者住宅發展項目
- 基督教聯合醫院擴建項目 (第二期) 上層結構建築及相關工程
- 世貿中心地盤維修工程
- 元朗 Yoho Mall I期 & II期維修及擴建工程

Project portfolio of scaffolding services (as of 30 April 2023)

- Comprehensive Hotel Development at Lai Ying Street, Cheung Sha Wan
- Comprehensive Redevelopment at 138 Carpenter Road, Kowloon
- Comprehensive Development of Jockey Club One Health Tower for City University of Hong Kong
- Comprehensive Development of LRT Tin Wing Stop Tin Shui Wai
- Property Development at Tung Chau Street and 1-5 Kweilin Street
- Public Housing Development at Tsing Hung Road, Tsing Yi
- Redevelopment of Khalsa Diwan Hong Kong (Sikh Temple)
- Residential Development at 33 To Shek Street, Shatin
- Redevelopment of Island School at No. 20 Borrett Road, Mid-Levels
- Industrial Development at Lot 313 and TWIL 49 Tsuen Wan, N.T.
- Residential Development of Subsidised Sale Flats Development at Ko Shan Road
- Residential Development of Siu Hong Phase 2 Building
- New High Tier Data Centre at T.K.O.T.L 131
- Residential Commercial Complex Building Development on T.K.O.T.L No.17 at Tseung Kwan O
- Residential Development at Lohas Park (Phrase 10)
- Residential Development at No 3 Off Anderson Road, Kwun Tong
- Residential Redevelopment at No 233-235 Prince Edward Road West
- Residential Development at Reclamation Street/Shan Tung Street, Mong Kok
- Residential Development at Wong Ma Kok
- Residential Development at Yau Tong Inland Lot No. 44
- Residential Development of Church Facilities, Residential Care Home & Senior Hostel at 17A & B Ventris Road
- Superstructure & Associated Works for the expansion of United Christian Hospital (Phrase II)
- Repairment and Maintenance work at World Trade Center
- Repair, Maintenance, Alteration and Addition work at Yuen Long Yoho Mall I & II

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精裝修服務

就精裝修服務而言，於本年度，本集團主要為商業機構及豪宅終端用戶提供精裝修服務。因精裝修服務競爭激烈，本集團將繼續努力獲取新合約。

為建築及建造工程提供其他輔助服務

就為建築及建造工程提供其他輔助服務而言，本集團主要提供吊船工作台、防撞欄及登爬維修器材之安裝及維修服務。本集團過去數年積極開展吊船工作台租賃業務，並在市場上獲得了良好的口碑。這使得本集團在競爭激烈的本地市場取得了穩定數目的新合約。

借貸業務

本集團的借貸業務由本公司之一間間接全資附屬公司金徽香港有限公司（「金徽」，香港法例第163章《放債人條例》項下香港的一名持牌放債人）經營。本集團透過向客戶（包括個人、私人及上市公司）提供貸款賺取利息收入。客戶通常是來自業務網絡及管理層的關係的轉介。借貸業務的日常經營主要由金徽的董事處理，而所有貸款申請均須經過董事會的最終審查及批准。

金徽並無投放廣告以從公眾中招攬新客戶。相反，金徽透過與管理層有業務往來人士或現有及／或先前客戶之推介獲得新客戶。當潛在客戶推介予本集團時，董事會將逐個審議及批准每項貸款申請。

本集團主要透過主要源自償還現有貸款組合的現金流入以及金徽及本公司發行債券之所得款項為借貸業務提供資金。

於二零二三年四月三十日，金徽擁有89名客戶。

Fitting out Services

For the fitting out services, the Group mainly provided fitting out services to commercial institutions and luxury residence end-users during the Year. The competition of fitting out services is keen. The Group will continue to proactively acquire new contracts.

Other Auxiliary Services for Construction and Buildings Work

For other auxiliary services for construction and buildings work, the Group mainly provided gondolas, parapet railings and access equipment installation and maintenance services. The Group has been actively cultivating its gondolas rental business over the past several years and has gained positive 'worth-of-mouth' in the market. This has enabled the Group to secure a stable number of new contracts despite the competitive local market.

Money Lending Business

The Group's money lending business is operated by an indirect wholly-owned subsidiary of the Company, Gold Medal Hong Kong Limited ("Gold Medal") which is a licensed money lender in Hong Kong under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong). The Group earns interest income through providing loans to customers, including individuals, private and listed companies. Customers are usually from referrals from the business network and connections of the management. The day-to-day operation of the money lending business is mainly handled by the directors of Gold Medal, while all loan applications are subject to final review and approval by the Board.

Gold Medal does not place advertisement to procure new customers from the general public. Instead, Gold Medal acquires its new customers through referrals by the business acquaintances of the management or existing and/or previous customers. When a potential customer is referred to the Group, each loan application will be considered and approved by the Board on a case-by-case basis.

The Group finances the money lending business principally by the cash inflow mainly from the repayment of the existing loan portfolio and the proceeds from the issuance of bonds by Gold Medal and the Company.

As at 30 April 2023, Gold Medal had 89 customers.

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

批准貸款申請

本集團借貸業務下之所有貸款及貸款協議均按照金徽的指引及程序手冊授出及批准。指引規定金徽就其借貸業務須遵守的政策，且列明借貸業務的目標為賺取利息收入以為金徽產生利潤，同時避免產生壞賬。當前，指引規定貸款期限一般為3個月至5年，及就5,000,000港元以下之貸款而言，利率通常為7%至15%，就5,000,000港元至20,000,000港元之貸款而言，利率通常為7%至13%，以及就20,000,000港元至40,000,000港元之貸款而言，利率通常為7%至10%。

每項貸款申請均逐個審議。一般而言，倘有意借款人將不會就借貸提供任何抵押品，本集團將評估有意借款人的整體信譽。為平衡風險與回報，本集團將收取較高利率（較一般有擔保銀行借貸而言），而有關利率可能高於指引所訂明之任何利率。

在評估有意借款人的整體信譽時，金徽乃採取下列做法：

- (i) 就私營及上市公司而言，如有意借款人所開展業務所處行業涉及洗錢及恐怖分子融資等敏感或高風險活動（如娛樂及博彩業等），金徽不會審批其貸款申請。
- (ii) 就個人客戶而言，根據發牌法院所施加由二零二一年三月十六日起生效的發牌條件第15條，僅就無抵押個人貸款而言，金徽須對有意借款人以可負擔方式作出還款的能力進行合理評估。因此，金徽已取得有意借款人的收入證明及資產證明，並亦在審查貸款申請時考慮有意借款人償還現有債務（如有）所需的款項及基本生活開支。

Approval of loan application

All loans and loan agreements under the Group's money lending business have been granted and approved in accordance with the Guidelines and the Procedure Manual of Gold Medal. The Guidelines provide the policies to be observed by Gold Medal for its money lending business, and set out the objective for the money lending business is to earn interest income to generate profits for Gold Medal whilst avoiding incurrence of bad debts. At present, the Guidelines provide that the usual tenure of the loan is between 3 months to 5 years, and for loan less than HK\$5,000,000, the usual interest rate is between 7%-15%, for loan in the amount between HK\$5,000,000 to HK\$20,000,000, the usual interest rate is between 7%-13% and for loan in the amount between HK\$20,000,000 to HK\$40,000,000, the usual interest rate is 7%-10%.

Each loan application is considered on a case-by-case basis. In general, if the intending borrower will not provide any collateral for the borrowing, the Group will assess the overall creditworthiness of the intending borrower. To balance the risk and return, a higher interest rate (when compared with usual secured bank borrowing) will be charged by the Group and such interest rate may be higher than any of the interest rates as specified in the Guidelines.

When evaluating the overall creditworthiness of the intending borrower, Gold Medal has adopted the following practices:

- (i) With regard to private and listed companies, Gold Medal does not approve loan application of intending borrower which conducts business in industries engaging in sensitive or high risk activities for money laundering and terrorist financing, such as the entertainment and the gambling industries.
- (ii) With regard to individual customers, in accordance with the Licensing Condition 15 of the licensing conditions as imposed by the Licensing Court which was effective from 16 March 2021, in respect of unsecured personal loans only, Gold Medal is required to carry out a reasonable assessment of the intending borrower's ability to make repayments in an affordable manner. Therefore, Gold Medal has obtained income proof and asset proof from the intending borrower and also took into account payments needed to meet existing debts (if any) and essential living expenses of the intending borrower when reviewing the loan application.

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

現有貸款

於二零二三年四月三十日之逾期應收貸款金額約為38,700,000港元。就逾期貸款而言，金徽已向有關借款人發出貸款還款要求函及／或與有關借款人進行磋商，並可能考慮採取法律行動。

於金徽向各借款人（其貸款於二零二三年四月三十日仍未償還）發放貸款時，本公司已遵守GEM上市規則第19章及／或第20章的規定。

本公司並無與關連人士（定義見GEM上市規則）就金徽向借款人（其貸款於二零二三年四月三十日仍未償還）發放的任何貸款達成任何協議、安排、諒解或承諾（無論屬正式或非正式，亦無論是否明示或暗示）。

在2019冠狀病毒病對經濟造成持續影響的情況下，為了降低貸款的違約率，金徽已經檢討並靈活調整業務策略，即提高對向借款人授予貸款的要求。例如，借款人必須提供資產證明或收入證明以證明其有能力償還貸款。由於向借款人授予貸款的要求更高及貸款的風險更低，相關利率將更低。因此，於本年度，該業務分部錄得收益減少及錄得營業額約42,500,000港元（上年度：約48,800,000港元）。就於二零二三年四月三十日的貸款組合而言，貸款本金額介乎約100,000港元至25,000,000港元，年利率介乎7.0%至40.6%。於二零二三年四月三十日，本集團應收貸款及利息淨額約46%為無抵押。其餘貸款以上市公司股份作抵押或由擔保人作擔保。於二零二三年四月三十日，應收最大借款人之應收貸款及利息淨額約為20,300,000港元，即約為本集團應收貸款及利息淨額的4.6%。應收五大借款人之應收貸款及利息淨額（與發放予彼此相互關聯的人士的貸款合併計算）低於本集團應收貸款及利息淨額的21%。五大借款人為個人，全部均為獨立於本公司及其關連人士（定義見GEM上市規則）的第三方。應收貸款及利息的進一步詳情載於本年報綜合財務報表附註21。

Existing loans

The amount of overdue loans receivable as at 30 April 2023 was approximately HK\$38.7 million. In relation to the overdue loans, Gold Medal has sent loan repayment request letter to the relevant borrowers and/or has been conducting negotiation with the relevant borrowers and may consider taking legal action.

The Company has complied with the requirements set out in Chapter 19 and/or Chapter 20 of the GEM Listing Rules when Gold Medal granted the loan to each of the borrowers, whose loan was still outstanding as at 30 April 2023.

The Company does not have any agreement, arrangement, understanding, or undertaking (whether formal or informal and whether express or implied) with a connected person (as defined in the GEM Listing Rules) with respect to the grant of any loan by Gold Medal to the borrower whose loan was still outstanding as at 30 April 2023.

Under the ongoing economic impacts of COVID-19, in order to lower default ratio of the loan borrowing, Gold Medal has reviewed and flexibly adjusted the business strategies, which is to enhance the requirements of the loan granted to the borrowers. For example, the borrowers have to provide the asset proof or income proof to prove they have the ability to repay the loan. As the requirements of the loan granted to the borrowers are higher and the risk for the loan borrowings are lower, the related interest rate will become lower. Thus, the business segment recorded a decrease of revenue during the Year and recorded a turnover of approximately HK\$42.5 million for the Year (Last Year: approximately HK\$48.8 million). For the loan portfolio as at 30 April 2023, the principal amount of the loans ranged from approximately HK\$0.1 million to HK\$25.0 million with interest rates ranging from 7.0% to 40.6% per annum. As at 30 April 2023, approximately 46% of the Group's net loan and interest receivables were unsecured. The remaining loan were secured by listed companies shares or guaranteed by guarantors. As at 30 April 2023, the net amount of loan and interest receivables due from the largest borrower was approximately HK\$20.3 million, being approximately 4.6% to the net loan and interest receivables of the Group. The net amount of loan and interest receivables due from the five largest borrowers (in aggregation with loans granted to persons connected with each other) was less than 21% of the net loan and interest receivables of the Group. The five largest borrowers were individuals, all of which were third parties independent of the Company and its connected persons (as defined in the GEM Listing Rules). Further details of the loan and interest receivables are set out in note 21 to the consolidated financial statements in this annual report.

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

本集團借貸業務下之所有貸款及貸款協議均按照金徽的借貸指引（「指引」）及借貸程序手冊（「程序手冊」）授出及批准。指引規定金徽就其借貸業務須遵守的政策，且列明借貸業務的目標為賺取利息收入以為金徽產生利潤，同時避免產生壞賬。此外，指引對貸款利率的設定、貸款期限及每筆貸款的信用評估及審批程序提供了參考或具體要求。各項貸款申請均經董事會逐項審議及批准。董事會通常會計及申請人的信用、聲譽、財務狀況、證券價值（如有）、申請人在金徽的過往還款記錄，以及貸款的擬貸期限、本金額及利率以考慮是否批准貸款申請以及貸款抵押品／擔保是否屬必要或充足。

程序手冊規定金徽就授出及其後監控貸款償還須遵守的程序。簡而言之，有意借款人首先填寫申請表格或有意借款人親身與金徽之高級職員溝通。該高級職員隨後將向有意借款人收集文件以進行客戶身份識別及核實，並須確認／查詢借款人是否為本集團關連人士（定義見GEM上市規則）。申請表格隨後將由金徽任何一名董事審查及／或批准。高級管理層將根據獲批准申請表格中訂明的條款草擬貸款文件。貸款申請負責人員將編製信貸分析備忘錄（「備忘錄」），當中載有貸款申請的建議條款、借款人的背景資料及信貸風險及安全的分析。貸款文件草擬本連同備忘錄將提交董事會作最終審批。根據備忘錄中的資料，董事會對客戶的信貸風險評估作出結論。貸款一經批准及批出，負責人員須每月申報貸款還款狀況，並在發現任何拖欠還款情況時立即向董事報告。通常，倘債務逾期，金徽將稍晚向客戶發出催款函，及倘債務逾期6個月，金徽將考慮採取法律行動。

All loans and loan agreements under the Group's money lending business have been granted and approved in accordance with the Money Lending Guidelines ("Guidelines") and the Money Lending Procedure Manual ("Procedure Manual") of Gold Medal. The Guidelines provide the policies to be observed by Gold Medal for its money lending business, and set out the objective for the money lending business is to earn interest income to generate profits for Gold Medal whilst avoiding incurrence of bad debts. The Guidelines also provide references or specific requirements for setting of interest rates of the loan, the tenure of the loan and the credit assessment and approval process of each loan. Each loan application will be considered and approved by the Board on a case by case basis. The Board will usually take into account of the applicant's creditability, reputation, financial status, the value of the security (if any), the applicant's past repayment record with Gold Medal, and the proposed tenure, principal amount and interest rate of the loan to consider whether a loan application will be approved and whether a security/guarantee is needed or adequate for a loan.

The Procedure Manual provides the procedures to be observed by Gold Medal for granting and thereafter monitoring the repayment of the loans. In brief, the intending borrower first fills in an application form or the intending borrower communicates in person with the officer of Gold Medal. The officer will then collect documents from the intending borrower for client identification and verification, and has to confirm/enquire if the borrower is a connected person of the Group (as defined in the GEM Listing Rules). The application form will then be reviewed and/or approved by any one director of Gold Medal. The senior management will draft the loan documents in accordance with the terms specified in the approved application form. The responsible officer of the loan application will prepare the Memorandum for Credit Analysis ("Memorandum") which contains the proposed terms of the loan application, the background information of the borrower and the analysis of the credit risks and security. The draft loan documents together with the Memorandum will be passed to the Board for final approval. Based on the information in the Memorandum, the Board makes a conclusion on the credit risk assessment of the customer. Once the loan is approved and granted, the responsible officer has to report the status of the loan repayment monthly and immediately report to the Directors if any default repayment is noted. Generally, if the debt is overdue, Gold Medal will issue reminder letter to the customer and if the debt is overdue for 6 months, Gold Medal will consider to take legal action.

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

證券投資業務

為把握金融市場的潛在回報，本集團於二零一五／二零一六年度成立投資委員會並於本年度繼續投資香港上市證券。每項擬進行投資均經過盡職審查及縝密考慮，以確保風險監控質素及為股東帶來最大利益。

本集團於本年度就其投資組合錄得虧損淨值約23,100,000港元（上年度：虧損淨額約4,200,000港元），主要由於香港股票市場波動。投資委員會將繼續密切監控本集團的投資組合，以實現股東回報的最大化。

資產管理業務

本集團自其間接全資附屬公司仲達資產管理有限公司（「仲達」）開始資產管理業務，仲達為一間香港的持牌保險經紀及註冊強積金公司中介人，本集團於二零一八年三月開始資產管理業務。

於本年度，本集團出售本集團綜合財務報表中的資產管理業務分部。詳情請參閱本報告「管理層討論及分析－出售附屬公司」一節、綜合財務報表附註13及28。

Securities Investment Business

In order to capture possible returns from the financial market, the Group has formed the investment committee in year 2015/2016 and continued investing in Hong Kong-listed securities during the Year. Due diligence was conducted on every contemplated investment and each investment was taken into serious consideration to ensure quality risk control and maximise shareholders' benefits.

The Group recorded a net loss of approximately HK\$23.1 million (Last Year: net loss of approximately HK\$4.2 million) for its investment portfolio for the Year, which was mainly due to the volatility of the stock market in Hong Kong. The investment committee will continue to monitor the Group's investment portfolio closely in order to maximum shareholders' returns.

Assets Management Business

The Group commenced its assets management business ever since Mass Fidelity Asset Management Limited ("Mass Fidelity"), its indirect wholly-owned subsidiary, which was a licensed insurance broker and registered MPF Corporate Intermediary in Hong Kong, the Group had commenced the business of assets management in March 2018.

For the Year, the Group had disposed the segment of assets management business in the consolidated financial statements of the Group. For details, please refer to the section headed "Management Discussion and Analysis – Disposal of subsidiaries", note 13 and 28 to the consolidated financial statements in this report.

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

2019冠狀病毒病爆發造成的影響

於本年度，我們的業務營運及財務狀況受到2019冠狀病毒病爆發的影響。下列為有關我們的兩大業務分部－為建築及建造工程提供棚架搭建、精裝修及其他輔助服務及借貸之相關分析：

為建築及建造工程提供棚架搭建、精裝修及其他輔助服務：

於本年度，由於香港特別行政區政府的運作受到預防2019冠狀病毒病蔓延的各項措施的限制，相關政府部門批准的新建築項目及合約的數目減少。由中國內地進口的建築材料亦因2019冠狀病毒病爆發及加強邊境防疫管制而延遲付運。此外，旅遊限制使市場可聘工人減少，進一步減緩現有建築項目的進度。由於市場上的新項目減少，建造業競爭於本年度愈加激烈。

於本年度，本集團共獲授2份新建築合約（上年度：13份新建築合約）。由於本年度獲授的新建築合約數量減少，此分部的收益較上一年減少約36,900,000港元。

IMPACT CAUSED BY THE OUTBREAK OF COVID-19

Our business operations and financial conditions are affected by the outbreak of COVID-19 during the Year. Below are the relevant analyses for our two largest business segments – scaffolding, fitting out and other auxiliary services for construction and buildings work and money lending:

Scaffolding, Fitting Out and Other Auxiliary Services for Construction and Buildings Work:

During the Year, since the operation of the Government of HKSAR has been limited by various measures for prevention of the spread of COVID-19, the number of new construction projects and contracts approved by the relevant government department has decreased. The delivery process of construction materials imported from mainland China was also delayed by the outbreak of COVID-19 and enhanced border control for prevention of disease. In addition, less workers were available in the market due to travel restrictions, which further slowed down the progress of existing construction projects. Competition within the construction industry had become even more intense during the Year as there were less new projects in the market.

The Group had awarded a total of 2 new construction contracts during the Year (Last Year: 13 new construction contracts). Due to the decrease in the number of new construction contracts were awarded during the Year, the revenue from this segment decreased by approximately HK\$36.9 million as compared with Last Year.

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

借貸：

在2019冠狀病毒病對經濟造成持續影響的情況下，為了降低貸款的違約率，金徽已經檢討並靈活調整業務策略，即提高對向借款人授予貸款的要求。例如，借款人必須提供資產證明或收入證明以證明其有能力償還貸款。由於向借款人授予貸款的要求更高及貸款的風險更低，相關利率將更低。因此，於本年度，我們的借貸業務錄得收益減少。因2019冠狀病毒病對經濟造成衝擊，客戶還款遭遇困難，導致本年度確認應收貸款及利息之預期信貸虧損及撇賬所產生之減值虧損淨額分別約84,600,000港元（上年度：約41,800,000港元）及約3,000,000港元（上年度：約11,100,000港元）。儘管如此，本集團將繼續努力改善應收貸款催收流程。有關借貸業務的詳情，請參閱本年報「管理層討論及分析－業務回顧－借貸業務」一節。

業務前景

隨著我們進入二零二二／二零二三年度，本年度高利率帶來的挑戰，會對香港經濟帶來雙重打擊，並進一步導致香港物業市場的下跌趨勢。

因受到2019冠狀病毒病影響，對全球各地造成壓力，重創各行業發展，搭棚業亦不例外，在過去十年，搭棚業競爭越來越大。此外，人工成本不斷上漲，成本高昂且生產力有所下降，面對勞動工人出現老化現象，年輕一代怕辛勞及搭棚業技術要求高而拒絕入行，影響行業人才的招聘，加上政府規範越來越多，如無輸入勞工等有利因素，行業承載能力將會備受考驗，反映對搭棚業前景嚴重缺乏信心。

Money Lending:

Under the ongoing economic impacts of COVID-19, in order to lower default ratio of the loan borrowing, Gold Medal has reviewed and flexibly adjusted the business strategies, which is to enhance the requirements of the loan granted to the borrowers. For example, the borrowers have to provide the asset proof or income proof to prove they have the ability to repay the loan. As the requirements of the loan granted to the borrowers are higher and the risk for the loan borrowings are lower, the related interest rate will become lower. Hence, our money lending business recorded a decrease in revenue during the Year. Due to difficulties in repayment by customers caused by the economic impacts of COVID-19, there was a recognition of net impairment losses arising from expected credit losses and write-off on loan and interest receivables in the amount of approximately HK\$84.6 million (Last Year: approximately HK\$41.8 million) and approximately HK\$3.0 million (Last Year: approximately HK\$11.1 million) respectively for the Year. Despite such difficulties, the Group will continue putting efforts in the collection procedure of loan receivables. For details of our money lending business, please refer to the section headed “Management Discussion and Analysis – Business Review – Money Lending Business” in this annual report.

BUSINESS OUTLOOK

As we entered calendar year 2022/2023, the together with the challenges posed by high interest rate during the Year mean a double blow to the Hong Kong economy and further contribute to a downward trend in the Hong Kong property market.

The impacts of COVID-19 have caused pressure worldwide and dampened the development of various industries, with no exception for the scaffolding industry. In the past decade, the scaffolding industry has become increasingly competitive. Furthermore, the costs have become higher together with rising labour costs and the productivity has suffered decline as well. In the face of a phenomenon of ageing workers, young generation is unwilling to join the industry due to hard labour work and higher requirement of technological qualifications, which has affected recruitment of talents in the industry, and with heavier government regulations, without favourable factors such as labour imports, the carrying capacity of the industry may be challenged. These reflect a lack of confidence in the prospect of the scaffolding industry.

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

另一方面，因應市場發展需求，現今許多承建商已採用鐵棚代替竹棚，因鐵棚整體耐用性高，更可計算承重力，訓練勞工時間可縮短，竹棚架在香港的未來，有機會被取締，依據趨勢發展，現今的鐵棚架，已成為業界的採用之列，尤其在注重外觀的高級商場，所以，未來棚架搭建業務之生意路向都是以混合棚及鐵棚為主導。

過去幾年，本集團積極尋求盈利高的項目以使業務組合多樣化，並最終減輕來自激烈競爭的建造市場的風險。

經過數年發展借貸業務的不懈努力，借貸業務於本年度產生了穩定的收入。儘管客戶於本年度還款困難，但本集團將繼續推進應收款催收程序。本集團已就借貸業務頒佈指引及程序手冊，旨在遵守香港法例第163章《放債人條例》及其他相關法律、發牌條件及指引以及公司註冊處不時刊發的其他刊物。本集團將繼續更新指引及程序手冊，以確保更嚴格地遵守上述規定。

展望二零二三／二零二四年度，鑒於當前經濟的不穩定性及種種困難，本集團正在檢討其現時資產結構及業務策略，並可能對現時資產結構進行調整以鞏固我們的資源，從而靈活應對未來的各種不確定性因素。此外，本集團將尋求機會重振棚架搭建業務，緊貼近期行業內使用竹棚有所下滑的發展趨勢，提升我們的競爭力。同時，本集團將繼續專注於高利潤率及具發展潛力的業務分部，如借貸業務。本集團將嚴格遵守成本控制政策，迅速調整棚架搭建業務的業務策略，以應對變幻莫測的市場動態及為股東產生更多財務回報。

最後，我們將會積極探索一切適宜的投資機會，使本集團的業務範圍多元化，努力推動業務的整體發展。本集團的業務策略符合政府在物業建設、基建投資及金融市場發展方面整體策略發展規劃的總體指導方針。

On the other hand, in response to demand from market development, many contractors have adopted the use of iron scaffolds instead of bamboo scaffolds nowadays. The general higher durability of iron scaffolds and the possibility of calculating load bearing capacity have shortened the time for training of workers. Hence, bamboo scaffolds may be eliminated in Hong Kong in the future. According to recent trend, modern iron scaffolds have been adopted by the industry, especially for high-end shopping malls which are aware of exterior appearance. Therefore, the future direction of the scaffolding business will be led by the adoption of mixed scaffolds and iron scaffolds.

The Group has been actively seeking profitable projects over the past several years in order to diversify its business portfolio and eventually mitigate risks from the competitive construction market.

After a few years of serious efforts to develop its money lending operations, the money lending business has generated stable income for the Year. Despite difficulties in repayment by customers during the Year, the Group will continue putting efforts in the collection procedure of loans receivable. The Group's Guidelines and Procedure Manual for the money lending business were issued with an aim to comply with the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong) and other relevant laws and the licensing conditions and guidelines and other publications as issued by the Companies Registry from time to time. The Group will continue to update the Guidelines and Procedure Manual to ensure stricter compliance with the aforementioned.

Looking ahead to 2023/2024, in view of present economic uncertainty and difficulties, the Group is reviewing its existing assets structure and business strategies and may make adjustment to our existing assets structure, with the aim to consolidate our resources, so as to be flexibly prepared for uncertainties in the future. Meanwhile, in order to enhance our competitiveness, the Group will look for opportunities to revitalise the scaffolding business to keep up with the recent development and trend in the industry, in particular the declining use of bamboo scaffolds. At the same time, the Group will continue focusing on those business segments that generate higher profit margins and show ample growth potential such as money lending operations. The Group will strictly adhere to its cost control policy, and swiftly adjust business strategies of its scaffolding business in response to ever-changing market dynamics in order to generate better financial returns for shareholders.

Finally, we will actively explore all suitable investment opportunities to diversify the Group's business horizons and will work hard to strengthen overall business development. The Group's business strategy is in line with the general direction of the government's overall strategic development plans for property construction, infrastructure investment and financial market development.

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

財務回顧及分析

於本年度，本集團錄得營業額約146,000,000港元（上年度：約189,000,000港元），較上年度減少約22.8%。於本年度，本公司在持續經營上錄得持有人應佔虧損淨額約112,400,000港元（上年度：約10,600,000港元）。虧損淨額增加乃主要由於因應收貸款及利息的預期信貸虧損而確認的減值虧損淨額增加約42,800,000港元、出售附屬公司之收益減少約34,300,000港元及毛利減少約23,400,000港元所致。

營業額減少乃主要由於本年度為建築及建造工程提供棚架搭建、精裝修及其他輔助服務分部產生的收入減少所致。

於本年度，本集團毛利較上年度略微下降約32.7%至約47,800,000港元（上年度：約71,100,000港元），而毛利率下降至約32.8%（上年度：約37.7%）。本集團毛利率減少乃主要是由於年內建築業務的材料及人力成本增加導致銷售成本大幅增加所致。

於本年度，營運及行政費用因本年度員工成本減少、於年內終止租賃令使用權資產折舊減少及營銷及廣告開支減少而由上年度約48,400,000港元減至約27,400,000港元。融資成本較上年度減少約900,000港元（上年度：約8,000,000港元），乃主要由於本年度之銀行借貸大幅減少。本集團於隨後期間繼續採取嚴格的成本控制政策。融資活動所得資金增強了本集團的營運資金，預計將於未來帶來進一步投資及多元化機會。

FINANCIAL REVIEW AND ANALYSIS

During the Year, the Group recorded a turnover of approximately HK\$146.0 million (Last Year: approximately HK\$189.0 million), representing a decrease of approximately 22.8% as compared with Last Year. The Company recorded a net loss attributable to its owners from continuing operation of approximately HK\$112.4 million for the Year (Last Year: approximately HK\$10.6 million). The increase in net loss was mainly due to the increase in net impairment loss recognised arising from expected credit losses on loan and interest receivable of approximately HK\$42.8 million, the decrease in gain on disposal of subsidiaries of approximately HK\$34.3 million and the decrease in the gross profit of approximately HK\$23.4 million.

The decrease in turnover was mainly due to the revenue decreased in generated from the segments of scaffolding, fitting out and other auxiliary services for construction and buildings work during the Year.

For the Year, gross profit of the Group slightly decreased by approximately 32.7% to approximately HK\$47.8 million as compared with Last Year (Last Year: approximately HK\$71.1 million) and gross profit margin decreased to approximately 32.8% (Last Year: approximately 37.7%). Gross profit margin of the Group decreased which was mainly due to the significant increase in the cost of sales as the increase of material and manpower costs under construction operations during the Year.

During the Year, the operating and administrative expenses decreased from approximately HK\$48.4 million in the Last Year to approximately HK\$27.4 million due to the decrease in staff costs, decrease in depreciation of right-of-use assets due to termination of leases during the year and decrease in marketing and advertising expenses during the Year. Finance costs decreased by approximately HK\$0.9 million compared with Last Year (Last Year: approximately HK\$8.0 million) which was mainly due to the significant decrease in the bank borrowings during the Year. The Group continued to adopt its policy of vigilant cost control for the ensuing periods. Funds generated from financing activities strengthened the working capital of the Group in anticipation of further investment and diversification opportunities in the future.

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

流動資金、財務資源及資產負債比率

於本年度內，本集團以銀行融資、銀行給予之融資租約、來自金融機構之貸款以及發行息票債券之所得款項作為其營運資金。

於二零二三年四月三十日，本公司持有人應佔本集團之權益、流動資產、流動資產淨值及總資產分別為約396,100,000港元（二零二二年四月三十日：約509,600,000港元）、約534,500,000港元（二零二二年四月三十日：約437,200,000港元）、約359,600,000港元（二零二二年四月三十日：約242,300,000港元）及約575,600,000港元（二零二二年四月三十日：約703,400,000港元）。

於二零二三年四月三十日，本集團並無銀行借貸（二零二二年四月三十日：約8,600,000港元）及銀行透支（二零二二年四月三十日：約10,900,000港元）。於二零二三年四月三十日，本集團的其他貸款及其他借貸為123,900,000港元（二零二二年四月三十日：119,500,000港元）。租賃負債約為1,600,000港元（二零二二年四月三十日：4,200,000港元）。於二零二三年四月三十日，其他貸款及其他借貸包括(i)本公司於二零二一年六月三日發行面值為20,000,000港元之票息為6.5厘之兩年期息票債券；(ii)本公司於二零二一年八月十八日發行面值為5,000,000港元之票息為11厘之兩年期息票債券；(iii)本公司於二零二一年八月十八日發行面值為5,000,000港元之票息為6.5厘之兩年期息票債券；(iv)本公司於二零二二年三月二十三日發行面值為3,000,000港元之票息為6.5厘之兩年期息票債券；(v)本公司於二零二二年四月二十七日發行面值為5,800,000港元之票息為6.5厘之五年期息票債券；(vi)金徽於二零二零年十月三十一日發行面值為42,000,000港元之票息為8厘之五年期息票債券（自二零二二年二月一日起，利率已更改為6.5%）；(vii)金徽於二零一九年十月二十八日發行面值為20,000,000港元之票息為8.5厘之三年期息票非上市普通債券（自二零二二年二月一日起，利率已更改為6.5%），有關債券延期至二零二四年十月二十七日，條款不變；及(viii)金徽於二零二零年九月十六日發行面值為18,000,000港元之無息擔保債券。

LIQUIDITY, FINANCIAL RESOURCES AND GEARING RATIO

During the Year, the Group financed its operations by banking facilities, finance leases provided by banks, loan from a financial institution and proceeds from issue of coupon bonds.

As at 30 April 2023, the Group's equity attributable to the owners of the Company, current assets, net current assets and total assets were approximately HK\$396.1 million (30 April 2022: approximately HK\$509.6 million), approximately HK\$534.5 million (30 April 2022: approximately HK\$437.2 million), approximately HK\$359.6 million (30 April 2022: approximately HK\$242.3 million) and approximately HK\$575.6 million (30 April 2022: approximately HK\$703.4 million) respectively.

As at 30 April 2023, the Group has no bank borrowing (30 April 2022: approximately HK\$8.6 million) and bank overdrafts (30 April 2022: approximately: HK\$10.9 million). As at 30 April 2023, the Group's other loan and other borrowings was HK\$123.9 million (30 April 2022: HK\$119.5 million). The lease liabilities was approximately HK\$1.6 million (30 April 2022: HK\$4.2 million). As at 30 April 2023, other loan and other borrowings included (i) 2-year 6.5% coupon bond of HK\$20 million issued by the Company, on 3 June 2021; (ii) 2-year 11% coupon bond of HK\$5 million issued by the Company, on 18 August 2021; (iii) 2-year 6.5% coupon bond of HK\$5 million issued by the Company, on 18 August 2021; (iv) 2-year 6.5% coupon bond of HK\$3 million issued by the Company, on 23 March 2022; (v) 5-year 6.5% coupon bond of HK\$5.8 million issued by the Company, on 27 April 2022; (vi) 5-year 8% coupon bond of HK\$42 million issued by Gold Medal, on 31 October 2020 and renewed on 1 February 2022 with 6.5% coupon rate; (vii) 3-year 8.5% coupon unlisted straight bond of HK\$20 million issued by Gold Medal, on 28 October 2019 and renewed on 1 February 2022 with 6.5% coupon rate and the bonds is extended to 27 October 2024 with no change in terms; and (viii) the surety bond of HK\$18 million was issued by Gold Medal on 16 September 2020 was with no interest bearing.

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

於二零二三年四月三十日，本集團一般賬戶之銀行結餘及現金為約18,500,000港元（二零二二年四月三十日：約36,200,000港元）。於二零二三年四月三十日，本集團之資產負債比率（債務總額除以本公司持有人應佔權益再乘以100%）為約31.5%（二零二二年四月三十日：約27.6%）。就計算資產負債比率而言，本集團債務總額包括銀行借貸及銀行透支、其他貸款及其他借貸以及租賃負債。

於二零二三年四月三十日，本集團大部分銀行結餘及現金、銀行借貸、銀行透支及其他借貸均以港元計值。於年內，概無尚未償還之銀行借貸及銀行透支。於二零二二年，浮動市場利率的利息介乎每年1.11厘至2.95厘及須按要求或於一年內償還。租賃負債的平均租期介乎一至三年（二零二二年四月三十日：一至三年）且所有此等租約之利率於合約日期釐定，並釐定固定償還基準。

應收貸款及利息於二零二三年四月三十日之減值評估

誠如綜合財務報表附註4、21及42所詳述，董事根據「三階段」模式下的預期信貸虧損（「預期信貸虧損」）估計評估應收貸款及利息減值撥備。在編製應收貸款及利息的虧損撥備時，董事參考貸款組合的歷史拖欠比率、還款記錄、抵押品價值以及宏觀經濟因素的當前和前瞻性資料，使用判斷對違約概率及違約損失率進行假設。外部專業估值師作出之評估亦支持減值評估。

As at 30 April 2023, the Group's bank balances and cash in general accounts amounted to approximately HK\$18.5 million (30 April 2022: approximately HK\$36.2 million). As at 30 April 2023, the Group's gearing ratio (total debts divided by equity attributable to the owners of the Company then multiplied by 100%) was approximately 31.5% (30 April 2022: approximately 27.6%). For calculating the gearing ratios, total debts of the Group included bank borrowings and bank overdrafts, other loan and other borrowings and lease liabilities.

As at 30 April 2023, most of the Group's bank balances and cash, bank borrowings, bank overdrafts and other borrowings were denominated in Hong Kong dollars. During the year, there were no outstanding bank borrowings and bank overdrafts. The bore interest at variable market rates in 2022 was ranging from 1.11% to 2.95% per annum and were repayable on demand or within one year. The lease liabilities had an average lease term ranging from one to three years (30 April 2022: one to three years) and all such leases had interest rates fixed at the contract date and fixed repayment bases.

IMPAIRMENT ASSESSMENT OF LOAN AND INTEREST RECEIVABLES AS AT 30 APRIL 2023

As detailed in notes 4, 21 and 42 to the consolidated financial statements, the Directors assessed the provision for impairment of loan and interest receivables based on the estimation of expected credit loss ("ECL") under a "three-stage" model. In developing the loss allowance of loan and interest receivables, the Directors use judgement in making the assumptions about the probability of default and loss given default with reference to the historical delinquency ratio of loans portfolio, repayment record, collateral values and current and forward-looking information on macroeconomic factors. The impairment assessment was also supported by the assessment made by the external professional valuer.

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

於二零二三年四月三十日，本集團應收貸款及利息淨額為約444,400,000港元（二零二二年：約486,300,000港元）。根據預期信貸虧損模式計提的應收貸款及利息信貸虧損撥備為約240,100,000港元（二零二二年：約155,500,000港元）及預期信貸虧損產生減值虧損淨額為約84,600,000港元（二零二二年：約41,800,000港元）。應收貸款及利息的虧損撥備增加乃主要由於來自債務人之賬面總值約20,575,000港元之應收貸款及利息於二零二三年四月三十日由12個月預期信貸虧損轉撥至未發生信貸減值。

應收貸款及利息之可收回性估計

本集團根據應收貸款及利息之可收回性估計評估該等應收款項之減值撥備。倘有事件或情況變動顯示結餘將不可收回，則就應收貸款及利息計提撥備。根據香港財務報告準則第9號識別應收貸款及利息之減值須使用估計及判斷。倘預期與原本估計不同，則有關差額將影響應收款項之賬面值及該估計變動期間之減值虧損撥備。本集團於就其預期信貸虧損計算作出假設及選擇輸入數據時，根據各報告期末本集團過往經歷、現行市況以及前瞻性估計行使判斷。

信貸風險及減值評估

截至二零二三年四月三十日止年度確認之減值損失為本金及利息減值評估之減值虧損之和，分別計算如下：

本金之減值評估

Outstanding amount of principal as at 30 April 2023	x	probability of default	x	loss given default	x	forward looking factor
於二零二三年四月三十日未償還之本金額	x	違約概率	x	違約損失率	x	前瞻性因素

As at 30 April 2023, the Group's net loan and interest receivables amounted to approximately HK\$444.4 million (2022: approximately HK\$486.3 million). Allowance for credit losses of loan and interest receivables under the ECL model amounted to approximately HK\$240.1 million (2022: approximately HK\$155.5 million) and net impairment loss arising from ECL amounted to approximately HK\$84.6 million (2022: approximately HK\$41.8 million). The increase in the loss allowance for loan and interest receivables was principally due to the loan and interest receivables from a debtor with gross carrying amount of approximately HK\$20,575,000 has been transferred from 12m ECL to not credit-impaired as at 30 April 2023.

Estimation of recoverability of loan and interest receivables

The Group assesses provision for impairment of loan and interest receivables based on an estimate of the recoverability of these receivables. Provisions are applied to loan and interest receivables where events or changes in circumstances indicate that the balances may not be collectible. The identification of impairment of loan and interest receivables under HKFRS 9 requires the use of estimates and judgement. Where the expectation is different from the original estimate, such difference will impact the carrying value of receivables and provision for impairment losses in the period in which such estimate has been changed. The Group uses judgement in making assumptions and selecting the inputs to its ECL calculation, based on the Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

Credit risk and impairment assessment

The impairment losses recognised for the year ended 30 April 2023 is the sum of the impairment loss from impairment assessment on principal and interest calculated respectively as follows:

Impairment assessment on principal

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

利息之減值評估：

Impairment assessment on interest:

Outstanding amount of interest as at 30 April 2023	x	probability of default	x	loss given default	x	forward looking factor
於二零二三年四月三十日未支付之利息	x	違約概率	x	違約損失率	x	前瞻性因素

- | | |
|---|---|
| <p>(1) 各項貸款之違約概率乃根據管理層的內部評分系統釐定，以評估借款人的信貸風險。為於應收貸款及利息之估值採納評分系統，使用借款人特徵的5個方面評估信用度，即逾期金額、利息及／或本金逾期時長、借款本金年期、利率變化及延長數目。</p> <p>(2) 每筆貸款之違約損失率指佔預計未來違約之貸款百分比，並計及就相關貸款提供之任何抵押品／擔保之市值。</p> <p>(3) 香港及中國內地借款人的前瞻性因素參考獨立估值師根據預期信貸虧損模型對截至二零二三年四月三十日止年度之應收貸款減值評估進行之計算按估值所採納之宏觀經濟因素參數作出調整。</p> | <p>(1) The probability of default of each loan is determined based on the internal scoring system from the management, to assess credit risk of borrowers. To adopt a scoring system in the valuation of loan and interest receivables, 5 areas of borrowers' characteristics are used to assess the creditworthiness, namely overdue amount, length of interest and/or principal overdue, length of principal borrowed, change in interest rate and number of extensions.</p> <p>(2) The loss given default of each loan represents the percentage of the loan expected to be defaulted in the future, taking into account of the market value of any security/guarantee provided for the relevant loan.</p> <p>(3) The forward looking factor for borrowers from Hong Kong and the Mainland China is adjusted by the parameters on macro-economic factors adopted in the valuation with reference to the calculation by an independent valuer for the impairment assessment under ECL model of loans receivable for the year ended 30 April 2023.</p> |
|---|---|

股本

本公司於本年度並無發行任何股份或債券。

SHARE CAPITAL

The Company did not issue any shares or debentures during the Year.

末期股息

董事會不建議派付本年度之末期股息（上年度：無）。

FINAL DIVIDEND

The Board does not recommend the payment of a final dividend for the Year (Last Year: nil).

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

分部資料

業務分部

本集團由四個業務分部組成 – (i) 為建築及建造工程提供棚架搭建、精裝修及其他輔助服務；(ii) 借貸業務及(iii) 證券投資業務。

地域分類

本集團之所有四個業務分部均服務香港之客戶。

出售附屬公司

於二零二二年八月八日，本公司直接全資附屬公司 Instant Victory Global Limited (「Instant Victory」) 與天龍國際投資(控股)有限公司(「天龍」)、伸達顧問有限公司(「伸達顧問」)及 Suncorp Investment Holdings Limited (「Suncorp」) (統稱為「買方」) 訂立買賣協議(「買賣協議」)，據此，Instant Victory 有條件同意出售及轉讓 Instant Victory 之直接全資附屬公司藍塘創投有限公司(「藍塘」)已發行及繳足股本中1,000股普通股(「銷售股份」)之權益，而天龍、伸達顧問及 Suncorp 同意向 Instant Victory 購買及接納其轉讓的銷售股份，該等股份分別佔藍塘全部已發行股本37.5%、37.5% 及25.0%，代價分別約為199,000港元、199,000港元及132,000港元。

透過是次出售，本公司間接持有100% 權益之附屬公司藍塘及其間接持有100% 權益之附屬公司伸達(一間香港的持牌保險經紀及註冊強積金公司中介人) (統稱為「出售集團」) 亦相應被出售，現金代價合共為530,000港元。出售集團於香港開展資產管理業務。出售事項已於二零二二年八月八日完成，而出售集團的控制權於該日移交予買方，而本集團將終止資產管理分部的業務。於本年度，資產管理分部的經營業績已重新分類為已終止經營業務，其載於本報告綜合財務報表附註13及28。

SEGMENT INFORMATION

Operating segments

The Group is organised into four operating segments – (i) scaffolding, fitting out and other auxiliary services for construction and buildings work; (ii) money lending business and (iii) securities investment business.

Geographical segments

Customers of all four segments of the Group are situated in Hong Kong.

DISPOSAL OF SUBSIDIARIES

On 8 August 2022, Instant Victory Global Limited (“Instant Victory”), a directly wholly-owned subsidiary of the Company has entered into a sales and purchase agreement (“S&P Agreement”) with Draco International Investment (Holdings) Limited (“Draco”), Mass Fidelity Consulting Limited (“Mass Fidelity Consulting”) and Suncorp Investment Holdings Limited (“Suncorp”) (collectively referred to as the “Purchaser”), pursuant to which Instant Victory conditionally agreed to sell and assign the benefit of, 1,000 ordinary shares in the issued and fully paid-up share capital of Blue Pool Ventures Limited (“Blue Pool”), a directly wholly owned subsidiary of Instant Victory, (the “Sale Shares”), and Draco, Mass Fidelity Consulting and Suncorp agreed to purchase and take the assignment of, the Sale Shares from Instant Victory, which representing 37.5%, 37.5% and 25.0% of the entire issued share capital of Blue Pool at the consideration of approximately HK\$199,000, HK\$199,000, and HK\$132,000 respectively.

Through this disposal, 100% indirectly held subsidiary of the Company, Blue Pool, and its 100% indirectly held subsidiary, Mass Fidelity, a licensed insurance broker and registered MPF Corporate Intermediary in Hong Kong (collectively referred to as the “Disposal Group”) were also disposed accordingly, at a cash consideration of HK\$530,000 in total. The Disposal Group carried out the business of assets management in Hong Kong. The disposal was completed on 8 August 2022, on which date control of the Disposal Group was passed to the Purchaser and the Group will cease its business in the segment of assets management. The operating results of the segment of assets management was reclassified as discontinued operation during the Year which are set out in note 13 and 28 to the consolidated financial statements in this report.

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

由於藍塘的董事為陳偉龍先生，而陳偉龍先生為天龍的董事及最終實益擁有人，仲達的董事為陳穗昌先生，而陳穗昌先生為仲達顧問的董事並持有其全部已發行股本33.3%。因此，根據GEM上市規則，彼等為本集團附屬公司層面的關連人士。因此，根據GEM上市規則第20章，出售事項構成與本集團附屬公司層面的關連人士的關連交易。由於根據GEM上市規則第19.07條計算有關買賣協議的適用百分比率（定義見GEM上市規則）並無超過1%，根據GEM上市規則第20.74(b)條，根據買賣協議出售出售集團並不構成一項須予公佈的交易。

出售附屬公司之詳情載於綜合財務報表附註28。

除上文所披露者外，本集團於本年度並無出售附屬公司。

投資

於二零二三年四月三十日，本集團按公平值計入其他全面收益（「按公平值計入其他全面收益」）之權益工具及按公平值計入損益（「按公平值計入損益」）之金融資產分別錄得約2,200,000港元（約佔本集團於二零二三年四月三十日的經審核資產總值之0.4%）及約45,300,000港元（約佔本集團於二零二三年四月三十日的資產總值之7.9%）。

該等投資主要包括34家香港上市公司之股本證券。該等按公平值計入其他全面收益及按公平值計入損益之組合之投資價值概無佔本集團於二零二三年四月三十日之經審核資產總值之5%或以上。

董事預期香港股市於二零二三年及二零二四年將會保持上漲趨勢，可能激發本集團證券投資之表現。展望未來，董事會認為，本集團證券投資之表現亦將取決於被投資公司之財務及營運表現以及行情，該等方面受利率變動、高通脹及宏觀經濟表現等多個因素影響。為減低相關風險，本集團將繼續審慎分配資源，物色及把握適當證券投資機遇，定期檢討投資策略，並在必要時採取適當行動應對市場變動。

As the director of Blue Pool was Mr. Chan Wai Lung and Mr. Chan Wai Lung was the director and the ultimately beneficial owner of Draco and the director of Mass Fidelity was Mr. Chan Shui Cheong and Mr. Chan Shui Cheong was the director and held 33.3% of the entire issued share capital of Mass Fidelity Consulting. They are therefore the connected persons at the subsidiary level of the Group under the GEM Listing Rules. Hence, the Disposal constitutes a connected transaction with connected persons at the subsidiary level of the Group under Chapter 20 of the GEM Listing Rules. As none of the applicable percentage ratios (as defined under the GEM Listing Rules) calculated under Rule 19.07 of the GEM Listing Rules in respect of the S&P Agreement has exceeded 1%, the disposal of the Disposal Group under the S&P Agreement does not constitute a notifiable transaction under Rule 20.74(b) of the GEM Listing Rules.

Details of the disposal of subsidiaries are set out in note 28 to the Consolidated Financial Statement.

Save as disclosed above, the Group did not have disposal of subsidiaries during the Year.

INVESTMENTS

As at 30 April 2023, the equity instruments at fair value through other comprehensive income (“FVTOCI”) of the Group amounted to approximately HK\$2.2 million, representing approximately 0.4% of the Group’s audited total assets as at 30 April 2023 and financial assets at fair value through profit or loss (“FVTPL”) of the Group amounted to approximately HK\$45.3 million representing approximately 7.9% of the Group’s total assets as at 30 April 2023.

These investments mainly include equity securities of 34 companies listed in Hong Kong. None of these investments in the portfolio at FVTOCI and FVTPL has a value of 5% or more of the Group’s audited total assets as at 30 April 2023.

The Directors expect that the upward trend of the stock market in Hong Kong would be continued in 2023 and 2024 which may motivate the performance of the Group’s securities investments. Looking forward, the Board believes that the performance of the securities investments of the Group will also be dependent on the financial and operating performance of investee companies and market sentiment which are affected by factors such as interest rate movements, high inflation, and performance of the macro economy. In order to mitigate the associated risk, the Group will continuously remain cautious in the allocation of resources and the identification and capture of appropriate securities investment opportunities. It will review its investment strategy regularly and take appropriate actions whenever necessary in response to changes in the market.

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

資產抵押

於二零二三年四月三十日，本集團就授予本集團之一般銀行融資已抵押下列資產作擔保：

PLEDGE OF ASSETS

As at 30 April 2023, the Group has pledged the following assets as security for the general banking facilities granted to the Group:

	二零二三年 2023 千港元 HK\$'000	二零二二年 2022 千港元 HK\$'000	
應收賬款	Trade receivables	–	3,021
合約資產	Contract assets	–	41

財務政策

本集團持續於其發展上採用審慎財務政策，並一般以內部產生之資源及股本及／或債務融資活動撥支其營運及業務發展所需資金。本集團亦採納具彈性及審慎的財政政策，以有效管理本集團資產及負債以及提升本集團之財務狀況。

TREASURY POLICY

The Group consistently employs a prudent treasury policy during its development and generally finances its operations and business development with internally generated resources and equity and/or debt financing activities. The Group also adopts flexible and prudent fiscal policies to effectively manage the Group's assets and liabilities and strengthen the Group's financial position.

外匯及利率風險

本集團大部分資產及負債均以港元列值。於本年度，本集團並無使用任何金融工具作對沖目的，且於二零二三年四月三十日並無任何未行使對沖工具。在適當時候，例如於利率或匯率不明朗或波動時，本集團會考慮利用對沖工具（包括利率掉期及外匯遠期合約）以管理本集團利率及匯率波動之風險。

FOREIGN EXCHANGE AND INTEREST RATE EXPOSURE

Most of the assets and liabilities of the Group are denominated in Hong Kong dollars. The Group did not use any financial instrument for hedging purpose during the Year, and did not have any outstanding hedging instrument as at 30 April 2023. When appropriate, for example at times when interest rate or exchange rate are uncertain or volatile, the Group will consider the use of hedging instruments including interest rate swap and foreign currency forward contract to manage the Group's exposures to interest rate and foreign exchange rate fluctuations.

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主要風險及不明朗因素

董事知悉本集團面對各種風險，包括本集團或本集團所經營行業特有的風險。董事已設立政策以確保可持續地識別、匯報、監察及管理可能對本集團造成不利影響之重大風險。於本年報日期，本集團已識別下列被視為對本集團影響至關重大及可能對本集團之業務、財務狀況、經營業績及增長前景造成不利及／或重大影響的風險：

(a) 勞工短缺

本集團的棚架搭建業務及精裝修服務業務屬勞動密集性質。倘勞工成本及需求大幅上漲，而本集團須藉加薪挽留工人，則本集團的員工成本及／或分包成本將增加，導致盈利能力下降。此外，倘本集團或本集團分包商未能挽留本集團現有工人及／或及時招募足夠工人以應對本集團現有或未來項目之需求，本集團或不能按期在預算內完成項目，本集團的營運及盈利能力可能受到不利影響。

為減輕該風險，本集團致力為僱員提供安全、愉快及健康的工作環境以及具競爭力的薪酬待遇，以挽留我們的勞動力。

(b) 未能中標新合約

本集團的棚架搭建業務取決於成功中標取得棚架搭建工程及／或相關工程合約。鑒於該等獲授合約的非經常性質及本集團對客戶並無長期承諾，本集團獲授的合約數量或會按年轉變。完成手上的合約後，倘本集團未能取得新的投標或合約總額相若的新合約，或兩者均未能取得，本集團財務表現或會受到不利影響。為減輕該風險，本集團認為可利用與主要客戶的現有關係進一步拓展未來的新商機。

PRINCIPAL RISKS AND UNCERTAINTIES

The Directors are aware that the Group is exposed to various risks, including risks which are specific to the Group or the industries in which the Group operates. The Directors have established a policy to ensure that significant risks which may adversely affect the Group are identified, reported, monitored, and managed on a continuous basis. The Group has identified the following risks that are considered to be significant to the Group and which may adversely and/or materially affect the Group's businesses, financial conditions, results of operations and growth prospects as at the date of this annual report:

(a) Labour shortage

The Group's scaffolding business and fitting out services business are labour-intensive. In the event that there is a significant increase in the costs and demand of labour and the Group has to retain its labour by increasing their wages, the Group's staff costs and/or subcontracting costs will increase thereby lower the profitability. Further, if the Group or the Group's subcontractors fail to retain the Group's existing labour and/or recruit sufficient labour on a timely manner to cope with the need of the Group's existing or future projects, the Group may not be able to complete the projects on schedule and within budget. The Group's operations and profitability may be adversely affected.

In order to alleviate such risk, the Group is committed to providing our employees with a safe, pleasant and healthy working environment and competitive remuneration package with a view to retaining our labour.

(b) Failure to bid new contract

The Group's scaffolding business relies on successful tenders of contracts for scaffolding works and/or associated works. Given the non-recurring nature of these contract awards and that the Group does not have long-term commitment with its customers, the number of contracts awarded to the Group may vary from year to year. Upon completion of the contracts on hand, the Group's financial performance may be adversely affected if the Group is unable to secure new tenders or obtain new contract awards with comparable contract sums or at all. In order to alleviate such risk, the Group believes that it can leverage on the existing relationship with the major customers to further develop new business opportunities in the future.

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(c) 競爭

本集團經營所在之行業，例如棚架搭建業及借貸業，競爭十分激烈。競爭範圍包括合約價格、生產成本、營銷計劃、客戶服務及借貸利率等。倘若本集團未能及時應對市場環境，將會對本集團服務及產品之客戶需求、本集團之聲譽以及本集團之財務表現產生不利影響。

(d) 財務

本集團面對之財務風險包括信貸、利率、貨幣、流動性及其他價格風險。此外，本集團按公平值計入其他全面收益之權益工具及按公平值計入損益之金融資產於各報告期末按公平值計量。因此，本集團因按公平值計入其他全面收益之權益工具及按公平值計入損益之金融資產的公平值的波動而面臨股本證券價格風險。

本集團主動定期檢討及管理其資本架構，在爭取股東回報與穩定資本狀況兩者之間保持平衡，並且於必要時因應經濟環境之變動作出調整，保持最佳之資本架構。

(e) 科技

本集團依賴資訊科技系統及網絡，為本集團營運提供互聯網及第三方寄存服務、庫存管理及財務匯報。倘若資訊科技系統發生任何嚴重中斷或延遲，例如因未能成功升級本集團系統、系統故障、病毒入侵或網絡攻擊而引發之中斷或延遲，均可能導致數據丟失或操作受阻。因此，本集團將不斷監察，並在必要時升級相關資訊科技系統及網絡，務求減少故障，緊貼科技發展。

(c) Competition

The industries in which the Group operates are highly competitive, for example, the scaffolding industry and the money-lending industry. Areas of competition include contract price, production costs, marketing campaign, customer services and interest rates for money lending. If the Group does not respond timely to cope with the market conditions, it may adversely affect the consumer demand for the Group's services and products, the reputation of the Group and the Group's financial performance.

(d) Financial

The Group is exposed to financial risks, including credit, interest rate, currency, liquidity and other price risks. In addition, the Group's equity instruments at FVTOCI and financial assets at FVTPL are measured at fair value at the end of each reporting period. Therefore, the Group is exposed to equity security price risk due to the fluctuation of fair value of equity instruments at FVTOCI and financial assets at FVTPL.

The Group actively and regularly reviews and manages its capital structure to maintain a balance between shareholder return and a sound capital position. Adjustments are made, when necessary, to maintain an optimal capital structure in light of changes in economic conditions.

(e) Technology

The Group relies on information technology systems and networks, including internet and third-party hosted services for the Group's operation, inventory management and financial reporting. Any material disruption or slowdown of information technology systems, such as a disruption or slowdown caused by failure to successfully upgrade the Group's systems, system failures, viruses or cyber attacks could cause a loss of data or operation interruption. Therefore, the Group will continuously monitor and update, if necessary, relevant information technology systems and networks so as to reduce failure and keep up with the development of technology.

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

(f) 僱員

本集團成功取得增長之能力，主要取決於其能否吸引、培訓、挽留及激勵高技術兼合資格之管理、工人、營銷、行政、操作及技術人員。流失主要人員，可對本集團之前景及營運造成重大不利影響。

或然負債

於二零二三年四月三十日，本集團並無任何重大或然負債（二零二二年四月三十日：無）。

僱員及薪酬政策

於二零二三年四月三十日，本集團合共有50名全職僱員（二零二二年四月三十日：84名）。於本年度，員工成本（包括董事之酬金）總額約為36,100,000港元（上年度：約為44,900,000港元）。僱員薪酬乃根據彼等於本年度之表現及工作經驗釐定。除基本薪金及對強制性公積金計劃之供款外，員工福利還包括表現花紅、醫療計劃、購股權及培訓。

購買、出售或贖回本公司之上市證券

於本年度內，本公司或其任何附屬公司概無購買、出售或贖回本公司之上市證券。

報告期後事項

自二零二三年四月三十日以來，並無發生影響本集團的重大事項。

(f) Employees

The Group's success and ability to grow depends largely on its ability to attract, train, retain, and motivate highly skilled and qualified managerial, workers, marketing, administrative, operating, and technical personnel. The loss of key personnel could materially and adversely affect the Group's prospects and operations.

CONTINGENT LIABILITIES

At 30 April 2023, the Group did not have any material contingent liabilities (30 April 2022: nil).

EMPLOYEES AND REMUNERATION POLICIES

As at 30 April 2023, the total number of full-time employees of the Group was 50 (30 April 2022: 84). Total staff costs (including Directors' emoluments) amounted to approximately HK\$36.1 million for the Year (Last Year: approximately HK\$44.9 million). Employees were remunerated according to their performance and working experience during the Year. In addition to basic salaries and contribution to the mandatory provident fund scheme, staff benefits include performance bonus, medical scheme, share options and training.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

During the Year, there was no purchase, sale or redemption by the Company, or any of its subsidiaries, of the Company's listed securities.

EVENT AFTER REPORTING PERIOD

There is no important event affecting the Group which have occurred since 30 April 2023.

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MANAGEMENT DISCUSSION AND ANALYSIS

審核委員會

本公司已成立董事會轄下審核委員會（「審核委員會」），其書面職權範圍清楚訂明審核委員會之權力及職責。於本年報日期，審核委員會由三名獨立非執行董事，即羅文生先生、盧家麒先生及林惠如女士組成。

審核委員會之主要職責為審閱本公司之年報及賬目、半年度報告及季度報告以及就此向董事會提供建議及意見。審核委員會亦負責審閱及監督本集團之財務報告程序以及風險管理及內部監控系統。

本年度已召開四次審核委員會會議。

審核委員會已審閱本集團本年度之綜合財務報表。

AUDIT COMMITTEE

The Company established an audit committee of the Board (“Audit Committee”) with written terms of reference that clearly establish the Audit Committee’s authority and duties. The Audit Committee comprised three independent non-executive Directors as at the date of this annual report, namely Mr. Law Man Sang, Mr. Lo Ka Ki and Ms. Lam Wai Yu.

The primary duties of the Audit Committee are to review the Company’s annual reports and accounts, interim reports and quarterly reports and to provide advice and comments thereon to the Board. The Audit Committee is also responsible for reviewing and supervising the financial reporting process and risk management and internal control systems of the Group.

Four Audit Committee meetings were held during the Year.

The Audit Committee has reviewed the consolidated financial statements of the Group for the Year.

董事及高級管理層簡介

DIRECTORS AND SENIOR MANAGEMENT PROFILES

董事

執行董事

蘇汝成博士（「蘇博士」），七十一歲，本集團主席（「主席」）、執行董事（自二零零一年七月二十三日起）及本公司多間附屬公司之董事。蘇博士於一九九一年九月加入本集團。彼持有香港大學文學學士學位及以優異成績獲得英國華威大學工程商業管理理學碩士學位。彼於二零零九年獲香港城市大學授予樓宇及建築學博士學位。此外，蘇博士取得註冊安全主任之資格。蘇博士於一九九一年九月十七日加入滙隆棚業有限公司（「滙隆棚業」），為本公司一間全資附屬公司）之前曾於香港政府勞工處工作。蘇博士已自二零二三年五月二日起辭任及退任執行董事兼主席職務。

黎婉薇女士（「黎女士」），六十八歲，執行董事（自二零零一年八月六日起）及本公司多間附屬公司之董事。黎女士於一九八八年三月加入本集團並一直積極參與本集團管理工作。彼於一九八八年加入滙隆棚業前曾從事教育工作逾十九年。黎女士自二零二二年十二月十九日起辭任及退任執行董事職務。

江錦宏先生（「江先生」），六十六歲，本公司行政總裁（「行政總裁」）、執行董事及本公司多間附屬公司之董事。江先生於一九八一年畢業於香港中文大學，獲工商管理榮譽學士學位。江先生亦取得香港中文大學行政人員工商管理碩士學位。彼於銀行業擁有逾二十一年經驗，並曾在香港及中國多間銀行擔任高級管理職位，專注企業銀行及零售銀行業務。江先生於二零零二年三月加入本公司並於二零零二年六月獲委任為本公司執行董事，在此之前，彼為第一太平銀行有限公司副總裁及分區經理。一九九四年，江先生獲第一太平銀行有限公司委派為代表，在中國成立深圳代表辦事處。於該段期間，江先生被派駐於深圳代表辦事處，與多個中國政府機構及其他外資金融機構建立緊密關係。江先生於二零一六年十一月二十一日至二零一九年八月二十八日為中國卓銀國際控股有限公司（其股份於GEM上市，股份代號：8039）之獨立非執行董事。江先生自二零二二年十一月十六日起辭任執行董事兼行政總裁職務。

DIRECTORS

Executive Directors

Dr. So Yu Shing (蘇汝成) (“Dr. So”), aged 71, was the chairman of the Group (“Chairman”), an executive Director with effect from 23 July 2001 and a director of a number of subsidiaries of the Company. Dr. So joined the Group in September 1991. He holds a bachelor of arts degree from the University of Hong Kong and a master of science degree with distinction in engineering business management from the University of Warwick in the United Kingdom. In 2009, he acquired a doctorate degree in building and construction from the City University of Hong Kong. Furthermore, Dr. So possesses the Registered Safety Officer qualification. Dr. So served in the Labour Department of the Hong Kong Government before joining Wui Loong Scaffolding Works Company Limited (“Wui Loong Scaffolding”), a wholly-owned subsidiary of the Company, on 17 September 1991. Dr. So resigned and retired as an executive Director and the Chairman with effect from 2 May 2023.

Ms. Lai Yuen Mei, Rebecca (黎婉薇) (“Ms. Lai”), aged 68, was an executive Director with effect from 6 August 2001 and a director of a number of subsidiaries of the Company. Ms. Lai joined the Group in March 1988 and had been actively involved in the management of the Group. She had been engaged in the teaching profession for over 19 years before joining Wui Loong Scaffolding in 1988. Ms. Lai resigned and retired as an executive Director with effect from 19 December 2022.

Mr. Kong Kam Wang (江錦宏) (“Mr. Kong”), aged 66, was the chief executive officer of the Company (“Chief Executive Officer”), an executive Director and a director of a number of subsidiaries of the Company. Mr. Kong graduated from The Chinese University of Hong Kong in 1981 with a bachelor’s degree in business management with honours. Mr. Kong also obtained an executive master of business administration degree (EMBA) from The Chinese University of Hong Kong. He has over 21 years of experience in the banking industry and has held senior management positions specialising in corporate banking as well as retail banking in a number of banks in Hong Kong and the PRC. Before joining the Company in March 2002 and being appointed as an executive Director in June 2002, Mr. Kong was the Vice President and Zone Manager of First Pacific Bank Limited. In 1994, Mr. Kong was assigned by First Pacific Bank Limited as representative to set up a Shenzhen representative office in the PRC. During that period, Mr. Kong established close relationships with various PRC Government bureaus and other foreign financial institutions whilst stationed in the Shenzhen representative office. Mr. Kong was an independent non-executive director of KNK Holdings Limited (Stock Code: 8039), a company whose shares are listed on GEM, from 21 November 2016 to 28 August 2019. Mr. Kong resigned as an executive Director and the Chief Executive Officer with effect from 16 November 2022.

董事及高級管理層簡介

DIRECTORS AND SENIOR MANAGEMENT PROFILES

蘇宏進先生（「蘇先生」），三十四歲，於二零一二年加入本集團擔任財務經理，負責本集團的企業財務事宜，並獲委任為執行董事，自二零一四年三月十七日起生效。蘇先生亦為本公司多間附屬公司之董事。蘇先生負責本集團之棚架業務的管理工作。彼畢業於美國南加州大學，持社會學文學學士學位。於加入本集團之前，蘇先生曾於一間向中國及香港公司提供顧問服務的企業顧問公司任職一年，在企業財務、首次公開招股及其他財務顧問服務方面有豐富經驗。

Mr. So Wang Chun, Edmond（蘇宏進）（“Mr. Edmond So”），aged 34, joined the Group in 2012 as a finance manager in charge of the corporate finance matters of the Group and has been appointed as an executive Director with effect from 17 March 2014. Mr. Edmond So is also a director of a number of subsidiaries of the Company. Mr. Edmond So is involved in the management of scaffolding business of the Group. He graduated from the University of Southern California in the United States of America with a bachelor of arts degree in sociology. Prior to joining the Group, Mr. Edmond So gained experience in corporate finance, initial public offerings and other financial advisory services by working for a year in a corporate advisory firm which provides advisory services to the PRC and Hong Kong based companies.

謝逢春先生（「謝先生」），三十四歲，於二零二零年八月加入本集團。彼為執行董事、本公司的公司秘書（「公司秘書」）、本公司的監察主任及本公司若干附屬公司的董事。彼負責監察及監督本集團的公司活動及會計及財務職能。彼於二零一一年在澳洲昆士蘭大學獲得會計學學士學位。謝先生為香港會計師公會（「香港會計師公會」）及澳洲會計師公會的註冊會計師，亦為英國特許管理會計師公會的特許管理會計師。彼在審計、會計及公司治理方面擁有逾十年經驗。

Mr. Tse Fung Chun（謝逢春）（“Mr. Tse”），aged 34, joined the Group in August 2020. He was an executive Director, the company secretary of the Company (“Company Secretary”), the compliance officer of the Company and a director of a number of subsidiaries of the Company. He was responsible for overseeing and monitoring corporate exercises and accounting and finance functions of the Group. He obtained a Bachelor’s degree in Accounting from University of Queensland in Australia in 2011. Mr. Tse is a certified public accountant of The Hong Kong Institute of Certified Public Accountants (“HKICPA”) and CPA Australia and a chartered management accountant of the Chartered Institute of Management Accountants. He has over ten years of experience in auditing, accounting and corporate governance.

自二零二一年六月十八日起，謝先生現為卓航控股集團有限公司（前稱管道工程控股有限公司，股份代號：1865，一家股份於聯交所主板上市的公司）的公司秘書兼授權代表，及自二零二二年四月起為民信國際控股有限公司（一家股份於聯交所GEM上市的公司，股份代號：8456）的公司秘書兼授權代表。謝先生自二零二三年五月三十一日起辭任執行董事、公司秘書及本公司監察主任。

Mr. Tse is currently the company secretary and the authorised representative of Trendzon Holdings Group Limited, formerly known as Pipeline Engineering Holdings Limited (Stock Code: 1865), a company whose shares are listed on the Main Board of the Stock Exchange, since 18 June 2021 and the company secretary and the authorised representative of Mansion International Holdings Limited, a company whose shares are listed on GEM of the Stock Exchange (Stock Code: 8456) since April 2022. Mr. Tse resigned as an executive Director, the Company Secretary and the compliance officer of the Company with effect from 31 May 2023.

楊海佳先生，三十五歲，於二零二三年五月加入本集團。彼於二零一九年獲得加拿大皇后大學金融學碩士學位。楊先生在中國及香港擁有超過13年的財務管理經驗。彼於投資規劃、協調及支持合併規劃以及財務分析方面擁有豐富的經驗。

Mr. Yang Haijia（楊海佳），aged 35, joined the Group in May 2023. He obtained a Master’s degree in Finance from Queen’s University, Canada in 2019. Mr. Yang has over 13 years of financial management experience in the PRC and Hong Kong. He has extensive experience of investment planning, coordinating and supporting integration planning, and financial analysis.

王莉莉女士，四十二歲，於二零二三年五月加入本集團。彼於二零一六年畢業於中國開放大學財務會計專業。王女士在中國市場開發、項目招標、投資基金及財務監督部門方面擁有豐富的經驗。

Ms. Wang Lili（王莉莉），aged 42, joined the Group in May 2023. She was graduated from the Open University of China, majoring in financial accounting in 2016. Ms. Wang has extensive experience of market development, project bidding, investment fund and supervise finance department in China.

董事及高級管理層簡介

DIRECTORS AND SENIOR MANAGEMENT PROFILES

獨立非執行董事

盧家麒先生（「盧先生」），四十四歲，自二零一八年二月二十六日起獲委任為獨立非執行董事。盧先生於二零零九年十月取得香港理工大學專業會計碩士學位，並為香港會計師公會執業會員及英國特許公認會計師公會資深會員。盧先生於審計及商務諮詢服務方面擁有逾十二年經驗，現任一家執業會計師公司的董事總經理。自二零零五年十二月至二零零七年六月，盧先生曾於羅申美會計師事務所（現稱中瑞岳華（香港）會計師事務所）（「中瑞岳華」）任核數師，自二零零七年六月至二零零九年七月，盧先生曾擔任LifeTec Enterprise Limited之高級會計師及滙彩控股有限公司（其股份於聯交所主板上市，股份代號：1180）之合資格會計師，自二零零九年十二月至二零一四年十一月，盧先生曾先後擔任中瑞岳華之高級審計員及經理。

自二零二一年四月二十五日起，盧先生現為中國智慧能源集團控股有限公司（股份代號：1004，一家股份於聯交所主板上市的公司）的獨立非執行董事，自二零一八年二月至二零一九年五月，盧先生為天長集團控股有限公司（股份代號：2182，一家股份於聯交所主板上市的公司）的獨立非執行董事。

羅文生先生（「羅先生」），六十歲，自二零一四年十二月一日起獲委任為獨立非執行董事。彼於二零零四年十二月加入凱基證券亞洲有限公司，一家於證券及期貨條例項下之持牌法團，現任該公司執行董事。自二零零五年六月起，彼擔任凱基證券亞洲有限公司可進行證券及期貨條例項下第1類（買賣證券）受規管活動的負責人。自二零零九年九月起，彼擔任凱基期貨（香港）有限公司可進行證券及期貨條例項下第2類（買賣期貨合約）受規管活動的負責人。自二零一三年三月起，彼擔任凱基證券亞洲有限公司可進行證券及期貨條例項下第4類（就證券提供意見）受規管活動及凱基期貨（香港）有限公司可進行證券及期貨條例項下第5類（就期貨合約提供意見）受規管活動的負責人。自二零一九年二月起，彼擔任凱基資產管理有限公司有關進行證券及期貨條例項下第9類（資產管理）受規管活動的負責人。羅先生於金融服務管理方面擁有豐富經驗，亦積極參與香港及中國若干社會及社區團體。

Independent Non-executive Directors

Mr. Lo Ka Ki (盧家麒) (“Mr. Lo”), aged 44, was appointed as an independent non-executive Director with effect from 26 February 2018. Mr. Lo has obtained his master degree of professional accounting from The Hong Kong Polytechnic University in October 2009. He is a practising member of the HKICPA and a fellow member of the ACCA. Mr. Lo has over 12 years of experience in audit and business advisory services and is currently the managing director of a CPA practice. Mr. Lo has previously worked as an auditor at RSM Nelson Wheeler (currently known as RSM Hong Kong) (“RSM”) from December 2005 to June 2007, a senior accountant at LifeTec Enterprise Limited and a qualified accountant at Paradise Entertainment Limited (Stock Code: 1180), a company whose shares are listed on the Main Board of the Stock Exchange, from June 2007 to July 2009 and an audit senior and later on a manager at RSM from December 2009 to November 2014.

Mr. Lo is currently an independent non-executive director of China Smarter Energy Group Holdings Limited (Stock Code: 1004), a company whose shares are listed on the Main Board of the Stock Exchange, since 25 April 2021. Mr. Lo was an independent non-executive director of Tian Chang Group Holdings Ltd. (Stock Code: 2182), a company whose shares are listed on the Main Board of the Stock Exchange, from February 2018 to May 2019.

Mr. Law Man Sang (羅文生) (“Mr. Law”), aged 60, was appointed as an independent non-executive Director with effect from 1 December 2014. He has joined KGI Asia Limited, a licensed corporation under the SFO, since December 2004 and is currently the executive director of such company. Since June 2005, he has been acting as a responsible officer of KGI Asia Limited in relation to Type 1 (dealing in securities) regulated activity under the SFO. Since September 2009, he has been acting as a responsible officer of KGI Futures (Hong Kong) Limited in relation to Type 2 (dealing in futures contracts) regulated activity under the SFO. Since March 2013, he has been acting as a responsible officer of KGI Asia Limited in relation to Type 4 (advising on securities) regulated activity under the SFO and of KGI Futures (Hong Kong) Limited in relation to Type 5 (advising on futures contracts) regulated activity under the SFO. Since February 2019, he has been acting as a responsible officer of KGI Asset Management Limited in relation to Type 9 (asset management) regulated activity under the SFO. Mr. Law has extensive experience in financial service management and actively participates in various social and community organisations in both Hong Kong and the PRC.

董事及高級管理層簡介

DIRECTORS AND SENIOR MANAGEMENT PROFILES

林惠如女士（「林女士」），五十七歲，於二零一七年六月二十七日獲委任為獨立非執行董事。彼於物流業累積逾十七年經驗。林女士曾於一九九八年五月十二日至二零二零年十二月三十一日擔任夏浦船務有限公司（為香港私人公司，主要經營船務業務）之總經理，主要負責監督業務營運及審查於中國、香港及其他國家的項目。

高級管理層

黃展明先生（「黃先生」），四十九歲，現任本公司財務總監兼公司秘書。黃先生於二零二三年四月加入本集團。彼持有英國赫爾大學頒發之工商管理碩士學位。黃先生目前為香港會計師公會（「香港會計師公會」）會員及英國皇家特許會計師公會（「英國皇家特許會計師公會」）資深會員。黃先生於財務、公司秘書、審計及會計等領域擁有豐富的經驗。

楊偉恩女士（「楊女士」），三十九歲，為本公司之財務總監。楊女士於二零一五年十月加入本集團。彼持有香港大學之會計及金融學學士學位。楊女士為香港會計師公會（「香港會計師公會」）及澳洲會計師公會的註冊會計師，亦為香港特許秘書公會（「香港特許秘書公會」）的會員。楊女士於核數、會計和財務管理及公司秘書服務方面累積超過十六年經驗。

Ms. Lam Wai Yu (林惠如) (“Ms. Lam”), aged 57, was appointed as an independent non-executive Director with effect from 27 June 2017. She has over 17 years of experience in the logistic industry. Ms. Lam was the general manager of Harper Shipping Limited from 12 May 1998 to 31 December 2020, a Hong Kong private company which is principally engaged in shipping business, and is mainly responsible for supervising business operation as well as screening projects in the PRC, Hong Kong and other countries.

SENIOR MANAGEMENT

Mr. Wong Chin Ming (黃展明) (“Mr. Wong”), aged 49, is the chief financial officer and the company secretary of the Company. Mr. Wong joined the Group in April 2023. He holds a Master’s degree of Business Administration from University of Hull, UK. Mr. Wong is currently a member of the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and a fellow member of the Association of Chartered Certified Accountants (“ACCA”). Mr. Wong has extensive experience in the fields of financial, company secretarial, auditing and accounting.

Ms. Yeung Wai Yan, Flora (楊偉恩) (“Ms. Yeung”), aged 39, is the financial controller of the Company. Ms. Yeung joined the Group in October 2015. She holds a bachelor degree in accounting and finance from The University of Hong Kong. Ms. Yeung is a certified public accountant of the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and CPA (Australia) and an associate member of the Hong Kong Institute of Chartered Secretaries (“HKICS”). Ms. Yeung had over 16 years’ experience in auditing, accounting and financial management and corporate secretarial service.

董事及高級管理層簡介

DIRECTORS AND SENIOR MANAGEMENT PROFILES

蘇汝輝先生（「蘇先生」），六十四歲，於二零零六年加入本集團，擔任本公司全資附屬公司天隆國際有限公司（「天隆國際」，從事出租吊船工作業務）之董事。蘇先生持有英國一所大學的建造經濟學榮譽學士學位及澳洲一所大學的項目管理之碩士學位。彼為香港測量師學會、英國皇家特許測量師學會及英國特許建造學會之會員。彼於過去二十五年曾為該等專業機構轄下之多個委員會服務，對有關多方面之建築標準及道德之專業事務具有深厚認識。除具有廣泛之建造工程經驗外，彼亦曾擔任澳洲聯邦政府之政務主任多年。

Mr. So Yu Fai, David (蘇汝輝) (“Mr. David So”), aged 64, joined the Group in 2006 as a director of Skylon International Limited (“Skylon International”), a wholly-owned subsidiary of the Company carrying out gondolas rental business. Mr. David So has a bachelor degree with honours in buildings economics from a university in the United Kingdom and a master degree in project management from a university in Australia. He is a member of the Hong Kong Institute of Surveyors, the Royal Institution of Chartered Surveyors and the Chartered Institute of Building. He had served on a number of committees of these professional bodies over the last 25 years and has an in-depth knowledge of professional matters related to a wide variety of construction standards and ethics. In addition to his wide experience in construction works, he also worked for the Australian Federal Government as an administration officer for several years.

李韻兒女士（「李女士」），四十一歲，為天隆國際之總經理。彼亦協處理公司秘書工作。李女士於二零一六年一月加入本集團，持有澳洲墨爾本大學之會計及金融學學士學位。彼為澳洲會計師公會註冊會計師，亦為香港特許秘書公會會員及香港商界會計師協會會員。彼已於會計管理、核數及公司秘書等範疇累積逾十八年之經驗。

Ms. Li Wan Yee, Patricia (李韻兒) (“Ms. Li”), aged 41, is the general manager of Skylon International. She also assists in handling of company secretarial matters. Ms. Li joined the Group in January 2016. She holds a bachelor’s degree in accounting and finance from the University of Melbourne in Australia. She is a certified public accountant of the CPA Australia and a member of The Hong Kong Institute of Chartered Secretaries (HKICS) and the Hong Kong Business Accountants Association (HKBAA). She had over 18 years’ experience in accounting management, audit and corporate secretarial practice.

有關本公司股東的資料，主席及執行董事蘇汝成博士為執行董事黎婉薇女士之配偶。蘇博士及黎女士為執行董事蘇宏進先生的父母。蘇宏進先生的胞兄為本集團高級管理層成員李韻兒女士之配偶。蘇博士亦為本集團高級管理層成員蘇汝輝先生的哥哥。

For the information of the shareholders of the Company, Dr. So Yu Shing, was the Chairman and an executive Director, is the spouse of Ms. Lai Yuen Mei, Rebecca, an executive Director. Dr. So and Ms. Lai are the parents of Mr. So Wang Chun, Edmond, an executive Director. The brother of Mr. So Wang Chun, Edmond is the spouse of Ms. Li Wan Yee, Patricia, a member of the senior management of the Group. Dr. So is also the brother of Mr. So Yu Fai, David, a member of the senior management of the Group.

概無董事（為公司董事或僱員）於本公司股本中擁有根據證券及期貨條例第XV部第2及3分部之條文須向本公司披露的權益。

No Director is a director or employee of a company which has an interest in the share capital of the Company which would fall to be disclosed to the Company under the provisions in Divisions 2 and 3 of Part XV of the SFO.

董事及高級管理層簡介

DIRECTORS AND SENIOR MANAGEMENT PROFILES

董事及董事資料之變動

根據GEM上市規則第17.50A(1)條規定須披露之於上市日期後董事及董事資料之變動如下：

董事姓名

Name of Director

江錦宏先生

Mr. Kong Kam Wang

黎婉薇女士

Ms. Lai Yuen Mei, Rebecca

蘇汝成博士

Dr. So Yu Shing

楊海佳先生

Mr. Yang Haijia

謝逢春先生

Mr. Tse Fung Chun

王莉莉女士

Ms. Wang Lili

CHANGES OF DIRECTORS AND INFORMATION OF DIRECTORS

The changes in Directors and information of Directors subsequent to the Listing Date, as required to be disclosed pursuant to Rule 17.50A(1) of the GEM Listing Rules, are set out below:

變動詳情

Details of Changes

如本公司日期為二零二二年十一月十六日之公佈所披露，江錦宏先生辭任本公司行政總裁兼執行董事。

As disclosed in the Company's announcement dated 16 November 2022, Mr. Kong Kam Wang resigned as Chief Executive Officer and Executive Director of the Company.

如本公司日期為二零二二年十二月十九日之公佈所披露，黎婉薇女士辭任本公司執行董事。

As disclosed in the Company's announcement dated 19 December 2022, Ms. Lai Yuen Mei, Rebecca resigned as Executive Director of the Company.

如本公司日期為二零二三年五月二日之公佈所披露，蘇汝成博士辭任本公司主席、執行董事及提名委員會主席。

As disclosed in the Company's announcement dated 2 May 2023, Dr. So Yu Shing resigned as the Chairman, Executive Director and chairman of the Nomination Committee of the Company.

如本公司日期為二零二三年五月二日及二零二三年五月三十一日之公佈所披露，楊海佳先生獲委任為本公司執行董事、提名委員會主席及監察主任。

As disclosed in the Company's announcements dated 2 May 2023 and 31 May 2023, Mr. Yang Haijia was appointed as Executive Director, the chairman of Nomination Committee and Compliance Officer of the Company.

如本公司日期為二零二三年五月三十一日之公佈所披露，謝逢春先生辭任本公司執行董事、公司秘書、監察主任、授權代表及接收法律程序文件代理人。

As disclosed in the Company's announcement dated 31 May 2023, Mr. Tse Fung Chun resigned as Executive Director, the Company Secretary, the Compliance Officer, an Authorised Representative and the Process Agent of the Company.

如本公司日期為二零二三年五月三十一日之公佈所披露，王莉莉女士獲委任為本公司執行董事。

As disclosed in the Company's announcement dated 31 May 2023, Ms. Wang Lili was appointed as Executive Director of the Company.

企業管治報告

CORPORATE GOVERNANCE REPORT

緒言

本公司董事會及管理層矢志建立卓越的企業管治常規及程序。本公司素以維持高水平的商業操守及企業管治常規為目標之一。本公司認為卓越的企業管治所提供的架構，對有效管理、業務成功發展及建立健康企業文化至關重要，亦有助提高股東的價值。

企業管治常規

於本年度，本公司已遵守GEM上市規則附錄十五所載企業管治守則（「企業管治守則」）及企業管治報告的所有守則條文，惟下述偏離情況除外：

根據守則條文第C.2.1條，主席（「主席」）及行政總裁（「行政總裁」）之角色須獨立及不應由同一人擔任。主席及行政總裁之間之職責分工應清晰界定及以書面形式列明。

本集團目前並無主席及行政總裁。本集團的日常營運及管理由執行董事監督。董事會認為，雖然並無主席及行政總裁，董事會的運作能確保權力及權限得到平衡，因為董事會由經驗豐富的個人組成，彼等不時會面商討影響本集團營運的事宜。此項安排仍可能有助本集團迅速作出決策及執行，從而有效及高效地達到本集團的目標以應對變幻無常的環境。

本集團將於適當時候安排推選董事會新主席及行政總裁。

INTRODUCTION

The Board and the management of the Company are committed to establishing good corporate governance practices and procedures. The maintenance of high standard of business ethics and corporate governance practices has always been one of the Company's goals. The Company believes that good corporate governance provides a framework that is essential for effective management, successful business growth and a healthy corporate culture, thereby leading to the enhancement of shareholders' value.

CORPORATE GOVERNANCE PRACTICES

During the Year, the Company has complied with all the code provisions as set out in the Corporate Governance Code and Corporate Governance Report (the "CG Code") contained in Appendix 15 to the GEM Listing Rules except the following deviations:

Pursuant to the code provision C.2.1, the roles of Chairman (the "Chairman") and chief executive officer (the "CEO") should be separate and should not be performed by the same individual. The division of responsibilities between the Chairman and the CEO should be clearly established and set out in writing.

The Group currently has no Chairman and CEO. The daily operation and management of the Group is monitored by executive Directors. The Board is of the view that although there is no chairman and chief executive officer, the balance of power and authority is ensured by the operation of the Board, which comprises experienced individuals who would meet from time to time to discuss issues affecting operation of the Group. This arrangement can still enable the Group to make and implement decisions promptly, and thus achieve the Group's objectives efficiently and effectively in response to the changing environment.

The Group will, the appropriate time, arrange for the election of the new chairman and CEO of the Board.

企業管治報告

CORPORATE GOVERNANCE REPORT

董事會

組成

於本企業管治報告日期，董事會由六名董事組成，共同負責監督本公司及本集團業務及事務的管理。董事的履歷詳情及彼等的關係載於本年報「董事及高級管理層簡介」一節。於本年度，所有董事均投入足夠時間及精力處理本公司及本集團的事務。

於本企業管治報告日期，董事會共有三名執行董事，即蘇宏進先生、楊海佳先生及王莉莉女士及三名獨立非執行董事，即羅文生先生、盧家麒先生及林惠如女士。

董事會認為董事會中的三名獨立非執行董事能給予執行董事及非執行董事一個合理的制衡。董事會認為此制衡能為保障股東及本公司的利益提供充足的核查及平衡。獨立非執行董事為本公司帶來廣泛的專業知識及豐富經驗，從而能有效行使獨立判斷及確保所有股東的利益均獲得考慮。彼等亦須出席董事會會議，負責處理潛在利益衝突，出任審核委員會、董事會轄下薪酬委員會（「薪酬委員會」）及董事會轄下提名委員會（「提名委員會」）成員，監察本公司及本集團之表現及申報。彼等為董事會及彼等所任職的董事會委員會提供彼等寶貴的技能、專業知識及經驗，以使管理程序能審慎地得以檢討及監控。

於本年度及於本企業管治報告日期，至少一名獨立非執行董事具有適當專業資格或會計或相關財務管理專長，及本公司已接獲各獨立非執行董事根據GEM上市規則第5.09條發出的年度獨立性確認書，認為該等董事均為獨立人士。

THE BOARD OF DIRECTORS

Composition

The Board, which comprised six Directors as at the date of this corporate governance report, is collectively responsible for supervising the management of the business and affairs of the Company and the Group. Biographical details of the Directors and their relationships are set out in the section headed “Directors and Senior Management Profiles” of this annual report. All Directors devoted sufficient time and attention to the affairs of the Company and the Group during the Year.

As at the date of this corporate governance report, the Board had three executive Directors, namely Mr. So Wang Chun, Edmond, Mr. Yang Haijia and Ms. Wang Lili and three independent non-executive Directors, namely Mr. Law Man Sang, Mr. Lo Ka Ki and Ms. Lam Wai Yu.

The presence of three independent non-executive Directors is considered by the Board to be a reasonable balance between executive and non-executive Directors. The Board is of the opinion that such balance can provide adequate checks and balances for safeguarding the interests of the shareholders and the Company. The independent non-executive Directors provide to the Company a wide range of expertise and experience so that independent judgement can be effectively exercised and the interests of all shareholders will be taken into account. They are also responsible for participating in Board meetings, dealing with potential conflicts of interest, serving on the Audit Committee, the remuneration committee of the Board (“Remuneration Committee”) and the nomination committee of the Board (“Nomination Committee”), scrutinising the Company and the Group’s performance and reporting. They provide their valuable skills, expertise and experience to the Board and the committees of the Board on which they serve so that the management process can be critically reviewed and controlled.

During the Year and as at the date of this corporate governance report, at least one of the independent non-executive Directors has the appropriate professional qualifications or accounting or related financial management expertise, and the Company has received from each independent non-executive Director an annual confirmation of his/her independence and the Company considers such Directors to be independent in accordance with Rule 5.09 of the GEM Listing Rules.

企業管治報告

CORPORATE GOVERNANCE REPORT

董事會多元化

本公司視董事會層面日益多元化為支持其達到可持續及均衡發展的關鍵元素。自二零一三年九月一日起，董事會已採納董事會多元化政策（「董事會多元化政策」）。董事會所有委任已及將以用人唯才為原則，並在考慮人選時以客觀準則充分顧及董事會成員多元化的裨益。

提名委員會提名及甄選董事會成員候選人已及將以一系列多元化範疇為基準，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能及知識。提名委員會認為，於本年度及於本企業管治報告日期，董事會已達致均衡多元化。

董事會會議

董事會每年至少舉行四次會議。所有董事會定期會議均會向全體董事發出至少十四日通知，且全體董事皆有機會將於董事會會議討論事宜納入會議議程。本公司的公司秘書（「公司秘書」）協助董事會編排會議議程，並確保有關會議的所有適用規則及規例均獲得遵守及依循。最終確定的議程及隨附的董事會文件隨後將在董事會會議日期前至少三日送交全體董事。

Board Diversity

With a view to achieving a sustainable and balanced development, the Company sees increasing diversity at the Board level as an essential element. The Board has adopted a board diversity policy (“Board Diversity Policy”) with effect from 1 September 2013. All Board appointments have been and will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

Nomination and selection of candidates for Board membership by the Nomination Committee have been and will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills and knowledge. The Nomination Committee is of the opinion that a balanced diversity of the Board has been achieved during the Year and as at the date of this corporate governance report.

Board Meetings

Board meetings are held at least four times every year. At least 14 days’ notices of regular Board meetings are given to all Directors and all Directors will be all given an opportunity to include matters in the agenda for discussion at Board meetings. The company secretary of the Company (“Company Secretary”) assists the Board in preparing the agenda for the meetings and ensures that all applicable rules and regulations in connection with the meetings are observed and complied with. The finalised agenda and accompanying board papers are then sent to all Directors at least three days prior to the date of Board meetings.

企業管治報告

CORPORATE GOVERNANCE REPORT

於本年度，董事會共舉行了七次會議。各董事出席會議的記錄如下：

During the Year, 7 Board meetings were held and the following is an attendance record of the meetings by each Director:

出席者	Attendees	出席會議次數／ 本年度舉行的 會議總數 (附註) Number of meetings attended/ Total number of meetings held during the Year (Note)	出席率 Attendance percentage
執行董事	Executive Directors		
蘇汝成 (自二零二三年五月二日起辭任)	So Yu Shing (resigned effective from 2 May 2023)	7/7	100%
黎婉薇 (自二零二二年十二月十九日起辭任)	Lai Yuen Mei, Rebecca (resigned effective from 19 December 2022)	6/6	100%
江錦宏 (自二零二二年十一月十六日起辭任)	Kong Kam Wang (resigned effective from 16 November 2022)	3/3	100%
蘇宏進	So Wang Chun, Edmond	7/7	100%
謝逢春 (自二零二三年五月三十一日起辭任)	Tse Fung Chun (resigned effective from 31 May 2023)	7/7	100%
獨立非執行董事	Independent Non-executive Directors		
羅文生	Law Man Sang	7/7	100%
林惠如	Lam Wai Yu	7/7	100%
盧家麒	Lo Ka Ki	7/7	100%

附註：各董事於本年度之出席次數乃參考其任內所舉行之會議次數計算。

Note: Attendances of the Directors during the Year were counted with reference to the number of such meeting(s) held during their respective tenures.

於本年度，於董事會定期舉行之會議中，董事商討及制定本公司及本集團之整體策略，監察財務表現及商討年度與中期業績，提出年度預算方案，以及商討及決定其他重要事宜。日常運作事務交由本集團管理層執行。

During the regular meetings of the Board held during the Year, the Directors discussed and formulated the overall strategies of the Company and the Group, monitored financial performances, discussed the annual and interim results, set annual budgets, and discussed and decided on other significant matters. The execution of daily operational matters is delegated to the management of the Group.

公司秘書就每次董事會會議作出詳細的會議記錄以記錄議事程序，包括記錄董事會作出的所有決議案，以及於會議上提出之疑慮及表達之反對意見（如有）。會議記錄的初稿須於會議結束後，在切實可行情況下盡快發送給全體董事，以供評論及批准。任何董事可在任何合理的時間要求查閱所有會議記錄。

The Company Secretary records the proceedings of each Board meeting in detail by keeping minutes, including the record of all resolutions of the Board together with concerns raised and dissenting views expressed (if any) during the meeting. Drafts of Board minutes are circulated to all Directors for comment and approval as soon as practicable after the meeting. All minutes are open for inspection at any reasonable time on request by any Director.

主席會促使管理層向董事會及其轄下委員會適時提供所有相關資料，以使全體董事能夠在任何情況下均及時掌握有關資料。董事如認為有需要或適當時可要求提供進一步資料，其可作出進一步問詢。董事亦可不受限制地取得公司秘書的意見和享用其服務，公司秘書負責向董事提供董事會文件及相關材料，確保所有正式的董事會程序以及一切適用之法律及規例均獲得依循及遵守。如董事認為有需要及適當時，可保留獨立專業顧問，費用由本公司支付。

All Directors have access to relevant and timely information at all times as the Chairman ensures that the management will supply the Board and its committees with all relevant information in a timely manner. They may make further enquiries if it is in their opinion necessary or appropriate to request for further information. They also have unrestricted access to the advice and services of the Company Secretary, who is held responsible for providing Directors with board papers and related materials and ensuring that all proper Board procedures and all applicable laws and regulations are followed and complied with. If considered necessary and appropriate by the Directors, they may retain independent professional advisers at the Company's expense.

企業管治報告

CORPORATE GOVERNANCE REPORT

若有本公司主要股東或董事存有利益衝突，有關事項將透過現場會議進行討論，而不會以書面決議案方式處理。無利益衝突的獨立非執行董事將會出席該等會議以處理有關衝突事宜。

董事會轄下委員會，包括審核委員會、薪酬委員會及提名委員會，均已於所有委員會會議採納董事會會議沿用之適用常規及程序。

股東會議

本公司股東週年大會及其他股東大會乃本公司與其股東溝通及讓股東參與之主要途徑。本公司鼓勵所有股東出席股東大會；若股東無法親自出席大會，亦可委派代表代其出席並於會上投票。

於本年度，本公司舉行了一次股東大會，即於二零二二年十月二十八日舉行的股東週年大會（「二零二二年股東週年大會」）。各董事於股東大會的出席記錄如下：

In case where a conflict of interest may arise involving a substantial shareholder of the Company or a Director, such matter will be discussed in a physical meeting and will not be dealt with by way of written resolutions. Independent non-executive Directors with no conflict of interest will be present at such meetings dealing with the conflict issue.

The Board committees, including the Audit Committee, the Remuneration Committee and the Nomination Committee, have all adopted the applicable practices and procedures used in Board meetings for all committee meetings.

Shareholders' Meetings

The annual general meeting and other general meetings of the Company are the primary forum for communication between the Company and its shareholders and opportunities for shareholders' participation. All shareholders are encouraged to attend the general meetings or to appoint proxy(ies) to attend and vote at such meetings on their behalf if they are unable to attend the meetings.

During the Year, the Company has held one general meeting, being the annual general meeting on 28 October 2022 ("2022 AGM"). The attendance record of each Director at the general meeting are as follows:

出席者	Attendees	出席股東大會次數／ 本年度舉行的 股東大會次數 Number of general meetings attended/ Number of general meetings held during the Year	出席率 Attendance percentage
執行董事	Executive Directors		
蘇汝成	So Yu Shing	1/1	100%
黎婉薇	Lai Yuen Mei, Rebecca	1/1	100%
江錦宏	Kong Kam Wang	1/1	100%
蘇宏進	So Wang Chun, Edmond	1/1	100%
謝逢春	Tse Fung Chun	1/1	100%
獨立非執行董事	Independent Non-executive Directors		
羅文生	Law Man Sang	1/1	100%
林惠如	Lam Wai Yu	1/1	100%
盧家麒	Lo Ka Ki	1/1	100%

企業管治報告

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主席及行政總裁

根據守則條文第C.2.1條，主席（「主席」）及行政總裁（「行政總裁」）之角色須獨立及不應由同一人擔任。主席及行政總裁之間之職責分工應清晰界定及以書面形式列明。

本集團目前並無主席及行政總裁。本集團的日常營運及管理由執行董事監督。董事會認為，雖然並無主席及行政總裁，董事會的運作能確保權力及權限得到平衡，因為董事會由經驗豐富的個人組成，彼等不時會面商討影響本集團營運的事宜。此項安排仍可能有助本集團迅速作出決策及執行，從而有效及高效地達到本集團的目標以應對變幻無常的環境。

本集團將於適當時候安排重選董事會新主席及行政總裁。

公司秘書

執業會計師謝逢春先生自二零二三年五月三十一日起辭任本公司公司秘書。根據GEM上市規則第5.15條，公司秘書於本年度已接受不少於十五小時之相關專業培訓。

黃展明先生自二零二三年五月三十一日起獲委任為本公司公司秘書。

董事就任須知及持續專業發展

各新任董事於首次接受委任時均已獲提供正式、全面及特為其而設之就任培訓，以確保其恰當理解本公司營運及業務情況，及完全知悉董事根據法規及普通法、GEM上市規則、法律及其他監管規定須承擔之責任以及本公司業務及管治政策。公司秘書及本公司監察主任將持續為全體董事更新有關GEM上市規則及其他適用監管規定的最新發展，以確保全體董事遵守有關規定。於截至二零二三年四月三十日止年度，董事已參加持續專業發展並接受由本公司香港法律顧問所舉辦之培訓，內容有關彼等作為上市公司董事之職務及職責。

The Chairman and the Chief Executive Officer

Pursuant to the code provision C.2.1, the roles of Chairman (the “Chairman”) and chief executive officer (the “CEO”) should be separate and should not be performed by the same individual. The division of responsibilities between the Chairman and the CEO should be clearly established and set out in writing.

The Group currently has no Chairman and CEO. The daily operation and management of the Group is monitored by executive Directors. The Board is of the view that although there is no chairman and chief executive officer, the balance of power and authority is ensured by the operation of the Board, which comprises experienced individuals who would meet from time to time to discuss issues affecting operation of the Group. This arrangement can still enable the Group to make and implement decisions promptly, and thus achieve the Group’s objectives efficiently and effectively in response to the changing environment.

The Group will at the appropriate time, arrange for the election of the new chairman and CEO of the Board.

The Company Secretary

Mr. Tse Fung Chun, CPA resigned as the company secretary of the Company effect from 31 May 2023. In compliance with Rule 5.15 of the GEM Listing Rules, the Company Secretary had taken no less than 15 hours of relevant professional training during the Year.

Mr. Wong Chin Ming has been appointed as the company secretary of the Company with effect from 31 May 2023.

DIRECTORS’ INDUCTION AND CONTINUOUS PROFESSIONAL DEVELOPMENT

Each newly appointed Director will receive a formal, comprehensive and tailor-made induction training on the first occasion of his appointment to ensure that he has a proper understanding of the Company’s operations and business and is fully aware of the Director’s responsibilities under the statutes and common law, the GEM Listing Rules, legal and other regulatory requirements and the Company’s business and governance policies. The Company Secretary and the compliance officer of the Company will continuously update all Directors on the latest developments regarding the GEM Listing Rules and other applicable regulatory requirements to ensure compliance of the same by all Directors. During the year ended 30 April 2023, the Directors had participated in continuous professional developments and received training conducted by the Company’s Hong Kong legal advisers in respect of their duties and responsibilities as a director of a listed company.

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本公司將不時向全體董事提供簡報，使其更新有關彼等之職責及責任的知識與技能，作為彼等持續專業發展的一部分，同時鼓勵全體董事參加由法律顧問及／或任何適當機構提供之相關培訓課程，費用由本公司承擔，並要求彼等向本公司提供其培訓記錄。根據本公司存置之培訓記錄，各董事於截至二零二三年四月三十日止年度及直至本年報日期接受之培訓（包括董事就任培訓）概述如下：

The Company will from time to time provide briefings to all Directors to refresh their knowledge and skills in relation to their duties and responsibilities as part of their continuous professional development. All Directors are also encouraged to attend relevant training courses provided by legal advisers and/or any appropriated institutions at the Company's expense and they have been requested to provide the Company with their training records. According to the training records maintained by the Company, the trainings received by the each of the Directors (including Directors' induction training) for the year ended 30 April 2023 and up to the date of this annual report are summarised as follows:

董事姓名	Name of Directors	培訓類型 Type of trainings
執行董事	Executive Directors	
蘇汝成	So Yu Shing	B
黎婉薇	Lai Yuen Mei, Rebecca	B
江錦宏	Kong Kam Wang	B
蘇宏進	So Wang Chun, Edmond	B
謝逢春	Tse Fung Chun	A,B
楊海佳	Yang Haijia	B
王莉莉	Wang Lili	B
獨立非執行董事	Independent Non-executive Directors	
羅文生	Law Man Sang	B
林惠如	Lam Wai Yu	B
盧家麒	Lo Ka Ki	A,B
A： 參與研討會／會議／座談會／培訓課程	A: attending seminars/conferences/forums/training sessions	
B： 閱讀有關經濟、整體業務、公司管治及董事義務及職責相關的報紙／雜誌及新聞	B: reading newspapers/journals and updates relating to the economy, general business, corporate governance and directors' duties and responsibilities	

董事的證券交易

本公司採納監管董事進行證券交易的程序，其條款至少與GEM上市規則第5.48至5.67條所載之交易必守準則同樣嚴格。經向全體董事作出具體查詢後，彼等確認，彼等已於本年度遵守GEM上市規則所載之交易必守準則及本公司規管董事進行證券交易的程序。可能知悉有關本公司或本公司證券之內幕消息之相關僱員亦須遵守內容不比GEM上市規則所載者寬鬆的指引。本公司於本年度並無任何違規事件。

Directors' Securities Transactions

The Company has adopted procedures governing Directors' securities transactions on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Specific enquiries have been made of all Directors and confirmations have been obtained from all Directors that they have complied with the required standard of dealings in the GEM Listing Rules and the Company's procedures governing Directors' securities transactions during the Year. Relevant employees, who are likely to be in possession of inside information of the Company or securities of the Company, are also subject to compliance with guidelines on no less exacting terms than those set out in the GEM Listing Rules. No incident of non-compliance was noted by the Company during the Year.

企業管治報告

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薪酬委員會

薪酬委員會於二零零六年成立。委員會主席為獨立非執行董事羅文生先生。本委員會其他成員包括林惠如女士及盧家麒先生，彼等均為獨立非執行董事。

薪酬委員會之職責包括制定薪酬政策及就薪酬政策向董事會提出建議，就各董事及本集團高級管理層之薪酬待遇向董事會提出建議，以及檢討本公司之購股權計劃、分紅機制、公積金與其他關於薪酬之事宜及提出推薦意見。本委員會將就其建議及推薦意見諮詢主席，如認為有需要，可索取獨立專業意見。薪酬委員會亦獲提供其他資源以履行其職責。

薪酬委員會之特定書面職權範圍登載於本公司及聯交所之網站上。薪酬委員會每年至少舉行一次會議。

於本年度，薪酬委員會共舉行了一次會議。於該會議中，薪酬委員會已檢討有關董事及本集團高級管理層薪酬待遇的事宜。各委員會成員出席會議的記錄如下：

Remuneration Committee

The Remuneration Committee was established in 2006. The chairman of the committee is Mr. Law Man Sang, an independent non-executive Director. Other members of this committee include Ms. Lam Wai Yu and Mr. Lo Ka Ki, both being independent non-executive Directors.

The Remuneration Committee is responsible for formulating and recommending to the Board on the remuneration policy, making recommendation to the Board on remuneration packages of the Directors and senior management of the Group, as well as reviewing and making recommendation on the Company's share option scheme, bonus structure, provident fund and other compensation-related issues. This committee consults with the Chairman on its proposals and recommendations and has access to independent professional advice if necessary. The Remuneration Committee is also provided with other resources enabling it to discharge its duties.

The specific terms of reference of the Remuneration Committee are posted on websites of the Company and of the Stock Exchange. The Remuneration Committee meets at least once a year.

During the Year, one Remuneration Committee meeting was held. At the meeting, the Remuneration Committee reviewed matters relating to the remuneration packages of Directors and senior management of the Group. The following is an attendance record of the meeting by each committee member:

出席者	Attendees	出席會議次數／ 本年度舉行的 會議總數 (附註) Number of meetings attended/ Total number of meetings held during the Year (Note)	出席率 Attendance percentage
羅文生	Law Man Sang	1/1	100%
林惠如	Lam Wai Yu	1/1	100%
盧家麒	Lo Ka Ki	1/1	100%

附註：各薪酬委員會成員於本年度之出席次數乃根據其任內所舉行之會議次數計算。

Note: Attendance of the members of the Remuneration Committee during the Year was counted with reference to the number of such meeting(s) held during their respective tenures.

提名委員會

提名委員會於二零一二年成立。委員會主席為執行董事楊海佳先生。本委員會其他成員包括林惠如女士及盧家麒先生，彼等均為獨立非執行董事。

提名委員會職責包括至少每年檢討董事會之架構、規模及組成，並就任何擬作出之變動向董事會提出建議以配合本公司及本集團企業策略、物色具備合適資格可擔任董事之人士，並挑選提名有關人士出任董事，根據（其中包括）GEM上市規則第5.09條所載因素（惟受聯交所不時作出的修訂所限）評估獨立非執行董事之獨立性及就董事委任或重新委任以及董事繼任計劃向董事會提出建議。

提名委員會已於二零一八年十二月三十一日採納董事提名政策（「董事提名政策」），該政策於二零一九年一月一日生效，旨在提高選擇及推薦人選為董事的流程及標準的透明度，以便董事會不時及隨時批准委任任何人擔任董事以填補臨時空缺或作為董事會成員的增補。董事及提名委員會將按照董事提名政策依據客觀條件考慮及提名人選（例如令彼等能有效地履行其作為董事的潛在責任及職責之合適的資格、能力及觀點），並周詳考慮董事會多元化政策所載多元化之裨益及可計量目標（包括但不限於性別、年齡、文化及教育背景），以供董事會批准。

於本年度，提名委員會已檢討及認為現時董事會的組成反映了董事會多元化因素已經獲得充分的考慮。董事會多元化政策將獲定期檢討，以確保其持續有效。

Nomination Committee

The Nomination Committee was established in 2012. The chairman of the committee is Mr. Yang Haijia an executive Director. Other members of this committee include Ms. Lam Wai Yu and Mr. Lo Ka Ki, both being independent non-executive Directors.

The duties of the Nomination Committee include reviewing the structure, size and composition of the Board at least annually, making recommendations on any proposed changes to the Board to complement the Company's and the Group's corporate strategy, identifying individuals suitably qualified to become members of the Board and selecting individuals to be nominated for directorship, assessing the independence of the independent non-executive Directors in accordance with, among others, the factors set out in Rule 5.09 of the GEM Listing Rules, subject to any amendments as may be made by the Stock Exchange from time to time, and making recommendations to the Board on the appointment or re-appointment of Directors and succession planning for the Directors.

The Nomination Committee has adopted a director nomination policy ("Director Nomination Policy") on 31 December 2018 which came into effect on 1 January 2019, which serves to improve the transparency of the process and criteria in selecting and recommending candidates as Directors for the Board's approval from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. The Directors and the Nomination Committee will consider and nominate candidates, according to the Director Nomination Policy based on objective criteria such as the appropriate qualifications, ability and perspectives that would enable them to effectively fulfill their potential roles and responsibilities as Directors, with due regard to the benefits of diversity and measurable objectives including but not limited to gender, age, cultural and education background as set out in the Board Diversity Policy, to the Board for approval.

During the Year, the Nomination Committee has reviewed and believes that the current composition of the Board reflects an achievement of full consideration of factors of Board diversity. The Board Diversity Policy will be reviewed on a regular basis to ensure its continued effectiveness.

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股東亦可能根據本公司公司細則（「公司細則」）於本公司股東大會上建議董事人選。股東提名董事的程序乃刊載於本公司網站。

提名委員會之特定職權範圍登載於本公司及聯交所之網站上。提名委員會每年至少舉行一次會議。於本年度，提名委員會共舉行一次會議以提名董事候選人及審閱董事會之組成。各委員會成員出席會議的記錄如下：

Shareholders may also propose a person for election as Director at the general meetings of the Company pursuant to the bye-laws of the Company (“Bye-laws”). The procedures for shareholders to nominate directors are posted on the website of the Company.

The specific terms of reference of the Nomination Committee are posted on the websites of the Company and of the Stock Exchange. The Nomination Committee meets at least once a year. During the Year, the Nomination Committee held one meeting to nominate candidates for directorships and review the composition of the Board. The attendance record of the meeting by each committee member is as follows:

出席者	Attendees	出席會議次數／ 本年度舉行的 會議總數（附註） Number of meetings attended/ Total number of meetings held during the Year (Note)	出席率 Attendance percentage
楊海佳 （自二零二三年五月二日起獲委任）	Yang Haijia (appointed with effect from 2 May 2023)	0/0	N/A 不適用
蘇汝成 （自二零二三年五月二日起辭任）	So Yu Shing (resigned with effect from 2 May 2023)	1/1	100%
林惠如	Lam Wai Yu	1/1	100%
盧家麒	Lo Ka Ki	1/1	100%

附註：各提名委員會成員於本年度之出席次數乃根據其任內所舉行之會議次數計算。

Note: Attendance of the members of the Nomination Committee during the Year was counted with reference to the number of such meeting(s) held during their respective tenures.

董事的委任年期及重選連任

各執行董事已與本公司訂立服務合約，初步年期為三年，其後乃持續有效，直至任何一方向對方發出最少三個月書面通知，或以三個月薪金作代通知金替代為止。

各獨立非執行董事均以一年之年期委任，除非發出一個月的書面通知終止為止。

根據公司細則第84條，於每屆股東週年大會上，當時三分之一的董事（或倘董事數目並非三的倍數，則為最接近但不少於三分之一的數目）須輪值退任，惟每名董事須至少每三年輪值退任一次。因此，羅文生先生及林惠如女士各自將於股東週年大會上退任及彼等各自均符合資格且將願意於應屆股東週年大會上膺選連任。

Term of Appointment and Re-election of Directors

Each of the executive Directors has entered into a service contract with the Company for an initial term of three years, thereafter continuous until terminated by either party giving to the other not less than three months' notice in writing, or by payment of three months' salary in lieu of such notice.

Each of the independent non-executive Directors has been appointed for a term of one year unless terminated by one month's notice in writing.

In accordance with Bye-law 84 of the Bye-laws, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. As such, each of Mr. Law Man Sang and Ms. Lam Wai Yu shall retire at the annual general meeting and each of them, being eligible, will offer himself/herself for re-election at the forthcoming annual general meeting.

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楊海佳先生及王莉莉女士分別自二零二三年五月二日及二零二三年五月三十一日起獲委任執行董事。

根據公司細則第83條，楊海佳先生及王莉莉女士將僅任職至股東週年大會，及符合資格且將願意於應屆股東週年大會上應選連任。

審核委員會及問責性

董事會負責呈列一份公正、清晰及全面的本公司及本集團現況及前景評估。董事會亦負責編製本公司的賬目，須以持續經營基準真實與公允地反映本集團的財務狀況，以及其他內幕消息公佈及其他財務披露。本集團的管理層向董事會提供所有相關資料及記錄，以使董事會可執行上述評估，以及編製賬目及其他財務披露。

本年度，審核委員會已審閱截至二零二二年七月三十一日止三個月及截至二零二三年一月三十一日止九個月之季度報告、截至二零二二年十月三十一日止六個月之中期報告及截至二零二二年四月三十日止年度之年度報告。審核委員會亦已審閱本集團的風險管理及內部監控系統、會計原則、常規及合規情況等。

審核委員會已於二零零一年成立，由獨立非執行董事盧家麒先生擔任主席，委員會其他成員包括羅文生先生及林惠如女士，彼等均為獨立非執行董事。

並無現有審核委員會成員為本公司現任核數公司的前合夥人。

審核委員會信納彼等對於上述本公司核數師獨立性、審核過程及報告準則的審閱。審核委員會已審閱本年報。

審核委員會之主要職責包括確保本公司之財務報表、年度、中期及季度報告以及核數師報告真實及公平地評估本公司及本集團之財務狀況；檢討本公司及本集團之財務監控、內部監控及風險管理系統；及檢討本公司之財務及會計政策及常規。審核委員會之其他職責載於本公司及聯交所網站登載的特定職權範圍內。審核委員會已獲提供充足資源，以使其履行職責。

Mr. Yang Haijia and Ms. Wang Lili were appointed as an executive Director with effect from 2 May 2023 and 31 May 2023 respectively.

Pursuant to Bye-law 83 of the Bye-laws, Mr. Yang Haijia and Ms. Wang Lili will hold office only until the annual general meeting, and being eligible, will offer himself/herself for re-election at the forthcoming annual general meeting.

Audit Committee and Accountability

The Board is responsible for presenting a balanced, clear and comprehensive assessment of the performance and prospects of the Company and the Group. The Board is also responsible for preparing the accounts of the Company, which shall give a true and fair view of the financial position of the Group on a going-concern basis, and other inside information announcements and other financial disclosures. The management of the Group provides all relevant information and records to the Board enabling it to conduct the above assessment and to prepare the accounts and other financial disclosures.

During the Year, the Audit Committee reviewed the quarterly reports for the three months ended 31 July 2022 and for the nine months ended 31 January 2023, the interim report for the six months ended 31 October 2022 and the annual report for the year ended 30 April 2022. The Audit Committee also reviewed the Group's risk management and internal control systems, accounting principles, practices and compliance.

The Audit Committee, established in 2001, is chaired by Mr. Lo Ka Ki, an independent non-executive Director and the other members of this committee include Mr. Law Man Sang and Ms. Lam Wai Yu, both being independent non-executive Directors.

No existing member of the Audit Committee is a former partner of the existing auditing firm of the Company.

The Audit Committee is satisfied with their review of the independence of the auditors of the Company, the audit process and the standard of reports aforesaid. This annual report has been reviewed by the Audit Committee.

The Audit Committee's primary duties include ensuring that the Company's financial statements, annual, interim and quarterly reports and the auditor's report present a true and balanced assessment of the Company's and the Group's financial position; reviewing the Company's and the Group's financial control, internal control and risk management systems; and reviewing the Company's financial and accounting policies and practices. Other duties of the Audit Committee are set out in its specific terms of reference which are posted on the websites of the Company and of the Stock Exchange. The Audit Committee is provided with sufficient resources enabling it to discharge its duties.

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於本年度，審核委員會舉行了四次會議，以履行上文所述之主要職責。各委員會成員出席會議的記錄如下：

During the Year, the Audit Committee held four meetings to carry out its primary duties as mentioned above. The attendance record of the meetings by each committee member is as follows:

出席者	Attendees	出席會議次數／ 本年度舉行的 會議總數 (附註) Number of meetings attended/ Total number of meetings held during the Year (Note)	出席率 Attendance percentage
羅文生	Law Man Sang	4/4	100%
林惠如	Lam Wai Yu	4/4	100%
盧家麒	Lo Ka Ki	4/4	100%

附註：各審核委員會成員於本年度之出席次數乃根據其任內所舉行之會議次數計算。

Note: Attendance of the members of the Audit Committee during the Year was counted with reference to the number of such meeting(s) held during their respective tenures.

公司秘書須備存審核委員會所有會議之完整會議記錄，以符合董事會會議及其他董事會轄下委員會會議之常規。審核委員會的會議記錄的初稿及最終定稿須於每次會議結束後，在切實可行情況下盡快發送予審核委員會的全體成員，以供評論、批准及記錄之用。

The Company Secretary keeps full minutes of all Audit Committee meetings in line with practices of the Board meetings and other Board committee meetings. Draft and final versions of Audit Committee meeting minutes are circulated to all members of the Audit Committee for comments, approval and record as soon as practicable after each meeting.

董事編製綜合財務報表的責任

董事確認彼等就編製綜合財務報表的責任，並須確保根據法定規定及適用準則編製賬目。

Directors' responsibility in preparing consolidated financial statements

The Directors acknowledge their responsibilities for preparing the consolidated financial statements and ensuring that the preparation of the accounts is in accordance with statutory requirements and applicable standards.

本公司核數師就其對綜合財務報表須承擔之申報責任而發出之聲明，載於本年報第67至73頁之獨立核數師報告書。

The statement of the auditors of the Company in relation to their reporting responsibilities for the consolidated financial statements is set out in the Independent Auditor's Report on pages 67 to 73 of this annual report.

持續經營

董事經作出適當查詢後認為，本公司擁有足夠資源在可見將來繼續經營，因此，在編製綜合財務報表時採納持續經營基準實屬合適。

Going Concern

The Directors, having made appropriate enquiries, consider that the Company has adequate resources to continue its operational existence for the foreseeable future and for this reason, it is appropriate to adopt the going concern basis in preparing the consolidated financial statements.

企業管治報告

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企業管治功能

本公司並無成立企業管治委員會，因此董事會負責執行企業管治功能，如釐定、制定及檢討本公司的政策、企業管治常規、董事及高級管理層的培訓及持續專業發展、本公司關於遵守法律及監管規定的政策及常規等。於本年度，董事會已制定及檢討本公司的企業管治政策及常規，並向董事會提出建議；檢討及監察董事及高級管理層的培訓及持續專業發展；檢討及監察本公司在遵守法律及監管規定方面的政策及常規；制定、檢討及監察適用於僱員及董事的行為準則及合規手冊；及檢討本公司是否遵守企業管治守則以及本企業管治報告中的披露情況。

核數師酬金

德博會計師事務所有限公司就於本年度向本集團提供之核數服務總酬金為約650,000港元（上年度：約650,000港元）及非核數服務之酬金為零（上年度：零）。

董事會權力的轉授

董事會負責就本集團業務的整體策略性發展作出決定。所有董事均有正式的服務合約或委任書，訂明有關委任的主要條款及條件。由於本集團業務繁多，因此有關策略性業務計劃的日常運作及執行的責任已交予本集團管理層。

所有董事會轄下委員會（即審核委員會、薪酬委員會及提名委員會）均有特定職權範圍，清晰界定相關委員會的權力及責任。所有董事會轄下委員會須根據其職權範圍規定就其決定、發現或推薦意見向董事會報告，並於若干特定情況下，在採取任何行動前徵求董事會批准。

董事會每年檢討董事會轉授不同董事會轄下委員會的所有權力，確保此等轉授權力為恰當，並持續對本公司及其股東（「股東」）整體有利。

Corporate Governance Function

No corporate governance committee has been established and the Board is responsible for performing the corporate governance functions such as determining, developing and reviewing the Company's policies, practices on corporate governance, training and continuous professional development of Directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, etc. During the Year, the Board has developed and reviewed the Company's policies and practices on corporate governance and made recommendations to the Board; reviewed and monitored the training and continuous professional development of Directors and senior management; reviewed and monitored the Company's policies and practices on compliance with legal and regulatory requirements; developed, reviewed and monitored the code of conduct and compliance manual applicable to employees and Directors; and reviewed the Company's compliance with the CG Code and disclosure in this corporate governance report.

Auditors' Remuneration

The aggregate remuneration in respect of audit services provided by D & PARTNERS CPA LIMITED to the Group during the Year was approximately HK\$650,000 (Last Year: approximately HK\$650,000) and nil (Last Year: approximately nil) non-audit service.

Delegation by the Board

The Board is responsible for making decisions in relation to the overall strategic development of the Group's business. All Directors have formal service contracts or letters of appointment setting out key terms and conditions regarding their appointments. Due to the diversity and volume of the Group's business, responsibility in relation to the daily operations and execution of the strategic business plans are delegated to management of the Group.

All Board committees, namely the Audit Committee, the Remuneration Committee and the Nomination Committee, have specific terms of reference clearly defining the authorities and responsibilities of the respective committees. All Board committees are required by their terms of reference to report to the Board in relation to their decisions, findings or recommendations, and in certain specific situations, to seek the Board's approval before taking any actions.

The Board reviews, on a yearly basis, all delegations by the Board to different Board committees to ensure that such delegations are appropriate and they continue to be beneficial to the Company and its shareholders ("Shareholders") as a whole.

企業管治報告

CORPORATE GOVERNANCE REPORT

董事及管理人員責任險

本公司已按照董事會的決定為本公司董事會成員及高級管理人員購買董事及管理人員責任險，以提供足夠承保範圍，自二零一零年六月開始投保並自二零一一年起每年六月續保。

與股東的關係

本公司承諾維持高透明度，並致力向其股東公開和及時披露有關資料。對公平披露及全面透徹報導本集團活動的承諾可在多方面得到反映。

本公司股東週年大會提供一個實用的公開討論機會，以便股東與董事會交流意見。絕大多數董事均盡量抽身出席本公司的股東大會，以便解答股東的任何提問。

於本年度，主席亦積極參與籌備及親自主持二零二二年股東週年大會，確保股東意見可傳達至董事會。在二零二二年股東週年大會上，主席就每項獨立的事宜單獨提出決議案。

股東週年大會議事程序由董事會不時檢討，以確保本公司遵從最佳的企業管治常規。相關通函於舉行股東週年大會前不少於二十一天派送予各股東；通函內列明所提呈每項決議案的詳情，投票表決的程序及其他有關資料。董事會成員、德博會計師事務所有限公司及本公司核數師均出席二零二二年股東週年大會，以回答股東提問，而所有決議案均以投票方式表決，而本公司的香港股份過戶登記分處聯合證券登記有限公司，受聘擔任監票員以確保所有票數妥為點算。

本公司亦透過年度、中期及季度報告以及公佈及通函（如有必要）與股東溝通。董事、公司秘書或其他適合的高級管理層成員均會就本公司股東及潛在投資者的問題作出迅速的回應。

Directors' and Officers' Liability Insurance

Insurance cover has been taken out for Directors' and officers' liability to provide adequate cover, as determined by the Board, in respect of the Board members and senior management of the Company as from June 2010 and renewed annually in June since 2011.

Shareholder Relations

The Company is committed to maintaining a high level of transparency and employs a policy of open and timely disclosure of relevant information to its shareholders. The commitment to fair disclosure and comprehensive and transparent reporting of the Group's activities can be reflected in many aspects.

The annual general meeting of the Company provides a useful forum for the Shareholders to exchange views with the Board. A majority of the Directors made an effort to attend the Company's general meeting so that they may answer any questions from the Shareholders.

The Chairman was also actively involved in organising, and personally chaired the 2022 AGM during the Year in order to ensure that Shareholders' views were being communicated to the Board. A separate resolution was proposed by the Chairman in respect of each separate issue at the 2022 AGM.

The proceedings of the annual general meeting are reviewed by the Board from time to time to ensure the Company conforms to the best practices regarding corporate governance. The relevant circular, which was circulated to all Shareholders at least 21 days prior to the holding of the annual general meeting, sets out the details in relation to each resolution proposed, voting procedures and other relevant information. Members of the Board and D & PARTNERS CPA LIMITED, the auditors of the Company, attended the 2022 AGM to answer questions of the Shareholders and all the resolutions were put to vote by poll and Union Registrars Limited, the Company's Hong Kong branch share registrar and transfer office, was engaged as scrutineer to ensure that all votes were properly counted.

The Company also communicates with the Shareholders through its annual, interim and quarterly reports and by means of announcement and circular if and when necessary. The Directors, the Company Secretary or other appropriate members of the senior management also respond promptly to inquiries from Shareholders and potential investors of the Company.

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股東權利

股東召開股東大會之程序

股東可根據公司細則、GEM上市規則及適用之法例及法規按以下程序召開本公司之股東大會：

1. 於送交書面要求日期持有於本公司股東大會上有表決權的已繳足股本不少於十分之一的股東（「呈請人」），可將書面要求送交本公司於香港的主要辦事處，地址為香港香港仔黃竹坑業興街11號南匯廣場A座10樓1001至1006室，提請董事會召開本公司之股東大會，註明於該大會將予提呈之事項並由呈請人簽署。有關大會將於提交有關要求後兩個月內舉行；及
2. 倘董事會於接獲書面要求日期起計二十一日內並沒有召開有關大會，則呈請人可根據百慕達一九八一年《公司法》第74(3)條之條文召開大會。

向董事會作出查詢之程序

本公司制定股東通訊政策，已上載至本公司網站 (<http://www.wls.com.hk>)，而與董事會溝通之詳情可見於本政策。

股東亦可將查詢及關注發送予董事會，郵寄至本公司於香港的主要辦事處，地址為香港香港仔黃竹坑業興街11號南匯廣場A座10樓1001至1006室，註明收件人為公司秘書。

與投資者的關係

本公司致力保持向其股東及潛在投資者公開及及時披露公司資料的政策。本公司透過其年度、中期及季度報告、通告、公佈及通函向股東更新其最新業務發展和財務表現。本公司網站 (www.wls.com.hk) 為公眾人士及股東提供溝通平台。

本公司定期會見分析員，並與報界及其他財經刊物的記者及專欄作者進行採訪，以加強與投資者的關係。

SHAREHOLDERS' RIGHTS

Procedures for shareholders to convene general meetings

Subject to the Bye-laws, the GEM Listing Rules and the applicable laws and regulations, Shareholders may convene general meetings of the Company in accordance with the following procedures:

1. Shareholders holding not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company as at the date of deposit of the requisition ("Requisitionists") may require the Board to convene a general meeting of the Company by depositing written requisitions at the principal office of the Company in Hong Kong at Rooms 1001-1006, 10th Floor, Tower A, Southmark, No. 11 Yip Hing Street, Wong Chuk Hang, Aberdeen, Hong Kong specifying the business to be transacted in such meeting and signed by the Requisitionists. Such meeting shall be held within two months after the deposit of such requisition; and
2. if the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting, the Requisitionists themselves may do so in accordance with the provisions of Section 74(3) of the Companies Act 1981 of Bermuda.

Procedures for sending enquiries to the Board

The Company established a shareholders' communication policy which had been uploaded to the Company's website (<http://www.wls.com.hk>) and details of communication with the Board could be found in the policy.

Shareholders may also send their enquiries and concerns to the Board by addressing them to the Company Secretary by post to the principal office of the Company in Hong Kong at Rooms 1001-1006, 10th Floor, Tower A, Southmark, No. 11 Yip Hing Street, Wong Chuk Hang, Aberdeen, Hong Kong.

Investor relations

The Company is committed to a policy of open and timely disclosure of corporate information to the Shareholders and potential investors. The Company updates Shareholders on its latest business developments and financial performance through its annual, interim and quarterly reports, notices, announcements and circulars. The Company's website (www.wls.com.hk) provides a communication platform to the public and the Shareholders.

To strengthen its relationship with investors, the Company regularly meets with analysts and holds interviews with reporters and columnists of the press and other economic journals.

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CORPORATE GOVERNANCE REPORT

於股東大會上提呈建議之程序

根據百慕達一九八一年公司法，股東若(i)代表有權於股東大會投票的全體股東總投票權不少於二十分之一；或(ii)人數不少於一百，可寄發書面請求，列明擬於股東大會上動議之決議案，或就該次大會上的任何建議決議案或將予處理的事務所提述的事宜，遞交不超過一千字的聲明。

股東須向董事會或公司秘書提出有關書面要求，致函本公司之總辦事處暨主要營業地點，地址為香港香港仔黃竹坑業興街11號南匯廣場A座10樓1001-1006室，當中列明該股東之股權資料、其詳細聯絡資料，以及擬以上述方式於股東大會上提呈之議案及其證明文件。

組織章程文件

年內，公司細則獲修訂（「修訂」），以使公司細則符合GEM上市規則及百慕達適用法律，並納入若干次要內務修訂。於二零二二年十月二十八日通過與修訂有關的特別決議案。有關更多資料，請參閱本公司日期為二零二二年九月二十六日的公告及本公司日期為二零二二年九月二十七日的通函。本公司公司細則的最新版本可於本公司網站及聯交所網站查閱。

風險管理及內部監控

董事會確認，其負責持續監督本集團風險管理及內部監控系統，檢討彼等的成效。該等系統旨在管理而非根除未能達成業務目標的風險，且僅合理而非絕對保證不出現重大失實陳述或虧損。

董事會透過審核委員會對本年度本集團風險管理及內部監控系統的設計及實施成效進行年度檢討，涵蓋財務、經營及合規監控等所有的重大監控，以確保本集團的會計、內部審核及財務報告職能擁有充足的資源、員工資質及經驗、培訓項目及預算。審核委員會將就此與董事會溝通任何重大事宜。

Procedures for putting forward proposals at a general meeting

Pursuant to the Companies Act 1981 of Bermuda, (i) shareholders representing not less than one-twentieth of the total voting rights of all shareholders having a right to vote at the general meeting; or (ii) not less than one hundred shareholders, can submit a written requisition stating the resolution which is intended to be moved at a general meeting, or to submit a statement of not more than one thousand words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting.

Such written requisition shall be made to the Board or the Company Secretary at the Company's head office and principal place of business at Rooms 1001-1006, 10th Floor, Tower A, Southmark, No. 11 Yip Hing Street, Wong Chuk Hang, Aberdeen, Hong Kong, specifying the shareholding information of the Shareholder, his/her/its contact details and the proposal he/she/it intends to put forward at a general meeting in the manner as mentioned above together with supporting documents.

Constitutional documents

During the Year, the Bye-laws were amended (the "Amendment") in order to bring the Bye-laws in line with the GEM Listing Rules and the applicable laws of the Bermuda, and to incorporate certain minor housekeeping amendments. The special resolution in relation to the Amendment was passed on 28 October 2022. For further information, please refer to the announcement of the Company dated 26 September 2022 and the circular of the Company dated 27 September 2022. An up-to-date version of the Company's Bye-laws is available on the Company's website and the Stock Exchange's website.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges that it is its duty to monitor the risk management and internal control systems of the Group on an ongoing basis and review their effectiveness. Such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

During the Year, the Board, through the Audit Committee, conducted an annual review on the effectiveness of both the design and implementation of the risk management and internal control systems of the Group, covering all material controls, including financial, operational and compliance controls, with a view to ensuring that resources, staff qualifications and experience, training programme and budget of the Group's accounting, internal audit and financial reporting functions are adequate. In this respect, the Audit Committee will communicate any material issues to the Board.

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於本年度，本集團委任 Billion Rex Corporate Financial Limited (「BRCFL」)，以便：

- 透過一系列研討會及會談，協助識別及評估本集團的風險；及
- 獨立檢討內部監控，評估本集團風險管理及內部監控系統的成效。

由 BRCFL 進行的獨立檢討及評估的結果向審核委員會及董事會匯報。此外，BRCFL 提出內部監控及風險管理措施改進建議，以提升本集團的風險管理及內部監控系統，降低本集團的風險，建議由董事會採用。董事會根據 BRCFL 的調查結果及建議以及審核委員會的意見，認為本集團的內部監控及風險管理系統屬有效及適當。

本集團已設立處理及傳輸內幕消息的內部監控程序，以遵守 GEM 上市規則第 17 章及證券及期貨條例第 XIVA 部的規定。內部監控機制包括信息流及匯報程序、保密安排、披露程序及員工培訓安排等。

企業風險管理框架

本集團已於二零一六年設立企業風險管理框架。董事會對確保維持穩健及有效的內部監控負整體責任，而管理層則負責設計及實施內部監控系統，以管理本集團面臨的各種風險。

透過風險識別及評估程序，對風險進行識別、評估、優先處理及分配。風險管理框架遵循 COSO 企業風險管理——一體化框架，使董事會及管理層得以有效地管理本集團的風險。董事會透過審核委員會收取定期報告，審核委員會履行監督風險管理及內部審核職能。

During the Year, the Group appointed Billion Rex Corporate Financial Limited (“BRCFL”) to:

- assist in identifying and assessing the risks of the Group through a series of workshops and interviews; and
- independently perform internal control review and assess effectiveness of the Group’s risk management and internal control systems.

The results of the independent review and assessment conducted by BRCFL were reported to the Audit Committee and the Board. Moreover, improvements in internal control and risk management measures as recommended by BRCFL to enhance the risk management and internal control systems of the Group and mitigate risks of the Group were adopted by the Board. Based on the findings and recommendations of BRCFL as well as the comments of the Audit Committee, the Board considered that the internal control and risk management systems of the Group are effective and adequate.

The Group has established internal control procedures for the handling and dissemination of inside information in order to comply with Chapter 17 of the GEM Listing Rules as well as Part XIVA of the SFO. The internal control mechanism includes information flow and reporting processes, confidentiality arrangements, disclosure procedures and staff training arrangements, etc.

Our Enterprise Risk Management Framework

The Group has established its enterprise risk management framework in 2016. While the Board has the overall responsibility to ensure that sound and effective internal controls are maintained, management is responsible for designing and implementing an internal control system to manage all kinds of risks faced by the Group.

Through the risk identification and assessment processes, risks are identified, assessed, prioritised and allocated treatments. The risk management framework follows the COSO Enterprise Risk Management – Integrated Framework, which allows the Board and management to manage the risks of the Group effectively. The Board receives regular reports through the Audit Committee which oversees risk management and internal audit functions.

企業管治報告

CORPORATE GOVERNANCE REPORT

主要風險

於本年度，本集團已識別以下主要風險並將其分類為策略風險、營運風險、財務風險及合規風險。

風險領域

Risk Areas

策略風險

Strategic Risks

營運風險

Operational Risks

財務風險

Financial Risks

合規風險

Compliance Risks

Principal Risks

During the Year, the following principal risks of the Group were identified and classified into strategic risks, operational risks, financial risks and compliance risks.

主要風險

Principal Risks

競爭格局、未能達至客戶預期的風險、客戶基礎單一的風險及未能保持建設創新及程序改良競爭優勢的風險

Competitor landscape, risk of failure to meet customers' expectation, risk of over concentration of customer bases and risk of failure to maintain a competitive edge in terms of construction innovation and process improvement

對僱員的安全指引及培訓不足、技術故障風險、錯失商機、資料洩露的風險、外部人士盜取／偷竊資源的風險、設備及資源質量欠佳、決策者集中、人力減少、出現新分包商及其潛在人身傷害的風險、未能於期限前完工的風險、營運成本增加及延遲償還貸款

Insufficient safety guidelines and trainings to employees, risk of technology breakdown, loss of business opportunity, risk of information leakage, risk of burglary/stealing of resources by outside parties, poor quality of equipment and resources, concentration of decision maker, decline in manpower, risk of having new subcontractors and potential injury, risk of failure to complete work before deadline, increase in operating costs and delay in repayment of loans

流動性風險、信貸風險、外匯風險及利率風險

Liquidity risk, credit risk, foreign exchange rate risk and interest rate risk

安全、健康及環境條例的不合規風險及法律糾紛風險

Risk of non-compliance of ordinances related to safety, health and environment and risk of legal disputes

風險監控機制

本集團採用「三線防守」企業管治結構，由運營部管理層執行經營管理和控制，財務及合規團隊開展風險管理監督，及由BRCFL外包及執行獨立內部審核。本集團存有風險記錄，以跟蹤本集團所有已識別的主要風險。風險記錄為董事會、審核委員會及管理層提供本集團主要風險概況，並記錄管理層為緩解相關風險所採取的行動。本集團至少每年根據各風險發生的可能性和對本集團的潛在影響進行評估。在評估年度風險之後，管理層（作為風險所有者）將至少每年更新風險記錄，增加新風險及／或移除現有風險（如適用）。審核流程可確保本集團主動管理其面臨的風險，即所有風險所有者均可查閱風險記錄，了解並警惕其負責領域的風險，以便彼等有效採取後續行動。

管理層持續開展本集團的風險管理活動。風險管理框架的成效須至少每年進行評估，並定期舉行管理層會議，了解風險監控工作的最新進展。管理層致力於確保風險管理為日常營運程序的一部分，以卓有成效地使風險管理符合企業目標。

本公司將繼續委聘外部獨立專業人士每年審閱本集團的內部監控及風險管理系統，進一步加強本集團的內部監控及風險管理系統（如適當）。

本集團目前並無內部審核職能。董事已檢討內部審核職能的需要，並認為就本集團業務規模、性質及複雜性而言，委任外部獨立專業人士執行本集團內部審核職能以滿足需求，更具成本效益。無論如何，董事將繼續至少每年檢討內部審核職能的需要。

Our Risk Control Mechanism

The Group adopts a “three lines of defence” corporate governance structure with operational management and controls performed by management of the operational department, coupled with risk management monitoring carried out by the finance and compliance team and independent internal audit outsourced to and conducted by BRCFL. The Group maintains a risk register to keep track of all identified major risks of the Group. The risk register provides the Board, the Audit Committee, and management with a profile of the Group’s major risks and records management’s action taken to mitigate the relevant risks. Each risk is evaluated at least annually based on its likelihood of occurrence and potential impact upon the Group. The risk register is updated by management as the risk owners with addition of new risks and/or removal of existing risks, if applicable, at least annually, after the annual risk evaluation has been performed. This review process can ensure that the Group proactively manages the risks faced by it in the sense that all risk owners have access to the risk register and are aware of and alert to those risks in their area of responsibility so that they can take follow-up action in an efficient manner.

The risk management activities of the Group are performed by management on an ongoing process. The effectiveness of the risk management framework will be evaluated at least annually, and periodic management meeting is held to update the progress of risk monitoring efforts. Management is committed to ensure that risk management forms part of the daily business operation processes in order to align risk management with corporate goals in an effective manner.

The Company will continue to engage external independent professionals to review the Group’s systems of internal controls and risk management annually and further enhance the Group’s internal control and risk management systems as appropriate.

There is currently no internal audit function within the Group. The Directors have reviewed the need for an internal audit function and are of the view that in light of the size, nature and complexity of the business of the Group, it would be more cost effective to appoint external independent professionals to perform internal audit function for the Group in order to meet its needs. Nevertheless, the Directors will continue to review at least annually the need for an internal audit function.

董事會報告書

DIRECTORS' REPORT

董事會欣然提呈本年度之董事會報告書及經審核綜合財務報表。本董事會報告書中所有交叉參照均構成本董事會報告書的一部分。

主要業務

本公司為一間投資控股公司。其主要附屬公司及聯營公司之主要業務分別刊載於綜合財務報表附註44及19。

業績及股息

本集團本年度業績載於本年報第74至75頁綜合損益表及綜合損益及其他全面收益表。

董事會不建議派付本年度之股息（上年度：無）。

業務回顧

本集團於本年度之業務回顧載於本年報之「管理層討論及分析」章節內。本年報「管理層討論及分析」一節中，闡述本集團所面臨之主要風險和不明朗因素及本集團的日後可能發展。

與僱員、供應商及客戶的關係

本集團深明僱員為寶貴資產。本集團為僱員提供具競爭力的薪酬待遇以招攬及鼓勵僱員。本集團定期檢討僱員薪酬待遇，並因應市場標準作出所需調整。

本集團業務建基於以客戶為本的文化。本集團亦明了與其供應商及客戶維持良好關係的重要性，從而達成近期及長遠目標。為維持於行業內的市場競爭力，本集團旨在向客戶不斷提供高品質的服務。於本年度，本集團與供應商及／或客戶並無重大及重要糾紛。

The Directors present their report and the audited consolidated financial statements for the Year. All cross-references mentioned in this directors' report form part of this directors' report.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal activities of its principal subsidiaries and associates are set out in notes 44 and 19, to the consolidated financial statements respectively.

RESULTS AND DIVIDEND

The results of the Group for the Year are set out in the consolidated statement of profit or loss and consolidated statement of profit or loss and other comprehensive income on pages 74 to 75 of this annual report.

The Board does not recommend the payment of a dividend for the Year (Last Year: nil).

BUSINESS REVIEW

The business review of the Group for the Year is set out in the sections headed "Management Discussion and Analysis" of this annual report. Description of the principal risks and uncertainties facing the Group and the likely future development of the Group can be found in the "Management Discussion and Analysis" section of this annual report.

Relationships with Employees, Suppliers and Customers

The Group understands that employees are valuable assets. The Group provides competitive remuneration package to attract and motivate its employees. The Group regularly reviews the remuneration package of employees and makes necessary adjustments to conform to the market standard.

The Group's business is built on a customer-oriented culture. The Group also understands that it is important to maintain good relationship with its suppliers and customers to accomplish its immediate and long-term goals. To maintain its market competitiveness within the industry, the Group aims at delivering constantly high quality service to its customers. During the Year, there was no material and significant dispute between the Group and its suppliers and/or customers.

董事會報告書

DIRECTORS' REPORT

本集團根據各客戶的信貸評級為客戶提供30至90日的平均信貸期。於延長客戶的信貸期限時，本集團將審慎評估彼等各自的信用及財務狀況。管理層亦將密切監察所有未償還債務及定期審閱其可收回程度。

本集團的最大客戶為新輝建築有限公司（「新輝建築」），於本年度為本集團的營業額貢獻約39%。

新輝建築獲授之信貸期符合本集團與新輝建築訂立的有關標書或合約規定之付款條款，此與本集團的其他客戶獲授的信貸期一致。自新輝建築所得的應收賬款的後續結算與其付款記錄進展良好，且於本年度並無作出撥備。

環境政策及表現

本集團透過於業務活動中推廣及採納環保措施致力於保護環境及可持續發展。在降低能耗的同時，以最環保的方式開展建造業務，為本集團的根本目標之一。一個例子為自一九九九年竹通混合棚（能減少建築廢物）的使用及推廣。此外，本集團的舉措包括，但不限於雙面印刷及分開可回收紙張以減少浪費，避免一次性即棄物品及使用香港政府機電工程署發出能源標籤的辦公設備以進行綠色採購，以及關閉閒置電子產品以節約能源。本集團將繼續審閱其環保慣例，以於營運過程中綜合環境、健康及安全以及合規考慮。透過於僱員及業務夥伴間宣傳環保意識及與彼等保持溝通，本集團致力改善其日常業務營運的環境表現，以期建立可持續發展的環境。於本年度，董事並不知悉有任何嚴重不遵守相關環境法律及規例的情況。有關本集團環境政策及表現的更多資料，將載列於本集團於本年度的環境、社會及管治報告（將寄發予本公司股東並在適當時候在網站刊載）。

According to the credit rating of different customers, the Group allows an average credit period from 30 days to 90 days to customers. In extending credit terms to customers, the Group will carefully assess each of their creditworthiness and financial standing. Management will also closely monitor all outstanding debts and review their collectability periodically.

The largest customer of the Group is Sanfield Building Contractors Limited (“SBCL”), which contributed to approximately 39% of the Group’s turnover for the Year.

The credit terms given to SBCL accord with the payment terms stipulated in the relevant tenders or contracts entered into between the Group and SBCL which are in line with those granted to other customers of the Group. The subsequent settlement of trade receivables from SBCL is on track with its settlement history and there is no provision made during the Year.

Environmental Policy and Performance

The Group is committed to environment protection and sustainable development through promoting and adopting green practices in its business activities. One of the essential goals of the Group is to organise construction operations in the most environmental-friendly manner while keeping energy consumption at minimum. One example is the use and promotion of the Metal-Bamboo Matrix System Scaffold (MBMSS) since 1999, which can reduce construction waste. In addition, initiatives within the Group include, but not limited to, waste reduction by double side printing and separating recyclable paper, green procurement by avoiding single-use disposable items and using office equipment with Energy Label issued by the Electrical and Mechanical Services Department of the Hong Kong Government, and energy reduction by switching off idle electronic appliances. The Group will continually review its green practices to integrate environmental, health and safety management and compliance considerations into operational processes. By promoting green awareness amongst, and maintaining dialogue with, employees and business partners, the Group is determined to improve the environmental performance of its daily business operations towards establishing a sustainable environment. The Directors are not aware of any material non-compliance with the applicable environmental laws and regulations during the Year. Further information on the Group’s environmental policy and performance will be set out in the environmental, social and governance report of the Group for the year will be despatched to shareholders of the Company and will be made available on the websites in due course.

董事會報告書

DIRECTORS' REPORT

物業、廠房及設備

本集團物業、廠房及設備於本年度之變動詳情，載於綜合財務報表附註16。

本公司可供分派儲備

本公司於報告年末可供分派予股東之儲備如下：

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in the property, plant and equipment of the Group during the Year are set out in note 16 to the consolidated financial statements.

DISTRIBUTABLE RESERVES OF THE COMPANY

The Company's reserves available for distribution to shareholders as at the end of reporting year were as follows:

		二零二三年 四月三十日 30 April 2023 千港元 HK\$'000	二零二二年 四月三十日 30 April 2022 千港元 HK\$'000
股份溢價	Share premium	560,230	560,230
實繳盈餘	Contributed surplus	191,087	191,087
累計虧損	Accumulated losses	(804,714)	(789,537)
購股權儲備	Share option reserve	-	-
		(53,397)	(38,220)

在百慕達一九八一年公司法（「公司法」）以及公司細則之規限下，本公司可在股東大會上以任何實繳盈餘（按公司法確定）向股東作出分派。然而，倘以實繳盈餘派付股息或作出分派將導致本公司未能支付其到期負債或導致其資產可變現價值低於其負債，則不得以實繳盈餘派付股息或作出分派。

Subject to the Companies Act 1981 of Bermuda (“Companies Act”) and the Bye-laws, the Company may in general meeting make a distribution to its shareholders out of any contributed surplus (as ascertained in accordance with the Companies Act) but no dividend shall be paid or distribution shall be made out of contributed surplus if to do so would render the Company unable to pay its liabilities as they become due or the realisable value of its assets would thereby become less than its liabilities.

董事

於本年度及截至本董事會報告日期，董事會由以下董事組成：

執行董事

蘇宏進先生
楊海佳先生
(自二零二三年五月二日起獲委任)
王莉莉女士
(自二零二三年五月三十一日起獲委任)
蘇汝成博士(主席)
(自二零二三年五月二日起辭任)
江錦宏先生(行政總裁)
(自二零二二年十一月十六日起辭任)
黎婉薇女士
(自二零二二年十二月十九日起辭任)
謝逢春先生
(自二零二三年五月三十一日起辭任)

獨立非執行董事

羅文生先生
林惠如女士
盧家麒先生

各獨立非執行董事根據GEM上市規則第5.09條向本公司發出年度獨立確認書。本公司相信，所有獨立非執行董事均屬獨立。

根據公司細則第84條，於每屆股東週年大會上，當時三分之一的董事（或倘董事數目並非三的倍數，則為最接近但不少於三分之一的數目）須輪值退任，惟每名董事須至少每三年輪值退任一次。因此，羅文生先生及林惠如女士各自將於股東週年大會上退任及彼等各自均符合資格且將願意於應屆股東週年大會上膺選連任。

楊海佳先生及王莉莉女士分別自二零二三年五月二日及二零二三年五月三十一日起獲委任執行董事。

根據公司細則第83條，楊海佳先生及王莉莉女士將僅任職至股東週年大會，及符合資格且將願意於應屆股東週年大會上膺選連任。

DIRECTORS

The Board comprises the following Directors during the Year and up to the date of this directors' report:

Executive Directors

Mr. So Wang Chun, Edmond
Mr. Yang Haijia
(appointed effective from 2 May 2023)
Ms. Wang Lili
(appointed effective from 31 May 2023)
Dr. So Yu Shing (Chairman)
(resigned effective from 2 May 2023)
Mr. Kong Kam Wang (Chief Executive Officer)
(resigned effective from 16 November 2022)
Ms. Lai Yuen Mei, Rebecca
(resigned effective from 19 December 2022)
Mr. Tse Fung Chun
(resigned effective from 31 May 2023)

Independent non-executive Directors

Mr. Law Man Sang
Ms. Lam Wai Yu
Mr. Lo Ka Ki

The Company has received from each independent non-executive Director an annual confirmation of his/her independence pursuant to Rule 5.09 of the GEM Listing Rules and the Company considers all of the independent non-executive Directors as independent.

In accordance with Bye-law 84 of the Bye-laws, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. As such, each of Mr. Law Man Sang and Ms. Lam Wai Yu shall retire at the annual general meeting and each of them, being eligible, will offer himself/herself for re-election at the forthcoming annual general meeting.

Mr. Yang Haijia and Ms. Wang Lili were appointed as an executive Director with effect from 2 May 2023 and 31 May 2023 respectively.

Pursuant to Bye-law 83 of the Bye-laws, Mr. Yang Haijia and Ms. Wang Lili will hold office only until the annual general meeting, and being eligible, will offer himself/herself for re-election at the forthcoming annual general meeting.

董事會報告書

DIRECTORS' REPORT

董事服務合約

本公司所有執行董事各自與本公司訂立服務合約，最初為期三年。所有該等服務合約乃持續有效，直至任何一方向對方發出最少三個月書面通知，或以三個月薪金作代通知金替代為止。

各獨立非執行董事之委任年期為1年，惟以一個月通知書予以終止則作別論。所有董事均須受公司細則有關董事輪席告退的條文所限。

擬於應屆股東週年大會上應選連任之董事概無與本公司或其任何附屬公司訂立本集團不可於一年內在未作出賠償（法定賠償除外）情況下而予以終止之服務合約。

董事及行政總裁於股份、相關股份及債券之權益

於二零二三年四月三十日，本公司董事及行政總裁於本公司或其相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份及債券中擁有須根據證券及期貨條例第352條記錄於登記冊，或根據GEM上市規則第5.46條所述之董事進行交易的規定標準而須知會本公司及聯交所之權益如下：

本公司股份及相關股份之好倉

董事姓名 Name of Director	身份 Capacity	所持普通股數目 Number of ordinary shares held	所持相關股份數目 Number of underlying shares held	於二零二三年四月三十日估本公司已發行股本之概約百分比 Approximate percentage of the issued share capital of the Company as at 30 April 2023
蘇汝成博士 Dr. So Yu Shing (自二零二三年五月二日起辭任) (resigned effective from 2 May 2023)	實益擁有人 Beneficial owner 配偶權益 Interest of spouse	3,320,000 3,320,000		
		6,640,000		0.05%
蘇宏進先生 Mr. So Wang Chun, Edmond	實益擁有人 Beneficial owner	800,000		0.01%

DIRECTORS' SERVICE CONTRACTS

Each of the executive Directors has entered into a service contract with the Company for an initial term of three years. All the such service contracts are continuous until terminated by either party giving to the other not less than three months' notice in writing, or by payment of three months' salary in lieu of such notice.

Each of the independent non-executive Directors is appointed for a term of one year unless terminated by one month's notice in writing. All Directors are subject to the provisions of retirement and rotation of directors under the Bye-laws.

None of the Directors being proposed for re-election at the forthcoming annual general meeting has a service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 April 2023, the interests of the Directors and the chief executive of the Company in shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by the Directors as referred to in Rule 5.46 of the GEM Listing Rules were as follows:

Long positions in shares and underlying shares of the Company

董事會報告書

DIRECTORS' REPORT

除上文所披露者外，本公司董事或行政總裁於二零二三年四月三十日概無於本公司或其相聯法團之股份、相關股份或債券中擁有任何權益或淡倉。

董事於競爭業務的權益

於本年度，概無董事或本公司主要股東（定義見GEM上市規則）或彼等各自的緊密聯繫人（定義見GEM上市規則）於對本集團業務構成或可能構成或有機會構成直接或間接競爭的業務中擁有任何權益。

購買股份或債券之安排

除下文及綜合財務報表附註37所披露之購股權計劃詳情外，於本年度，董事（包括彼等之配偶及十八歲以下之子女）概無於本公司或其相聯法團之股份或債券中擁有任何權益或獲授任何權利以認購該等股份或債券，或已行使任何該等權利。

主要股東及其他人士於本公司股份之權益

於二零二三年四月三十日，本公司董事及行政總裁並不知悉任何人士（其權益已於上文披露之本公司董事或行政總裁除外）於本公司股份或相關股份中擁有須根據證券及期貨條例第336條存置之登記冊中記錄之權益。

重大交易、安排或合約

除綜合財務報表附註40及本報告「關連人士披露」一段所披露者外，(i) 概無訂立董事或與董事有關連的實體於當中直接或間接擁有重大權益而於本年度或年終仍然存續之重大交易、安排或合約；(ii) 於本年度內，本公司或其任何附屬公司概無與控股股東或其任何附屬公司訂立及／或存有重大合約；及(iii) 於本年度內，概無就控股股東或其任何附屬公司向本公司或其任何附屬公司提供服務訂立重大合約。

Save as disclosed above, none of the Directors or the chief executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or its associated corporations as at 30 April 2023.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

None of the Directors or the substantial shareholders (as defined in the GEM Listing Rules) of the Company or their respective close associates (as defined in the GEM Listing Rules) had any interest in the business that competed or might compete or was likely to compete, either directly or indirectly, with the business of the Group during the Year.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Save for details of the share option scheme as disclosed below and in note 37 to the consolidated financial statements, during the Year, none of the Directors (including their spouses and children under the age of 18) had any interest in or was granted any right to subscribe for the shares in, or debentures of, the Company or its associated corporations, or had exercised any such right.

SUBSTANTIAL SHAREHOLDERS AND OTHERS' INTERESTS IN THE SHARES OF THE COMPANY

As at 30 April 2023, the Directors and the chief executive of the Company were not aware of any person (other than the Directors or chief executive of the Company whose interests were disclosed above) who had an interest in the shares or underlying shares of the Company as recorded in the register required to be kept pursuant to Section 336 of the SFO.

TRANSACTION, ARRANGEMENT OR CONTRACT OF SIGNIFICANCE

Save as disclosed in note 40 in notes to the consolidated financial statements and in paragraph headed "Related parties disclosures" in this report, (i) there is no transaction, arrangement or contract of significance subsisting during or at the end of the Year in which a Director or an entity connected with a Director is or was materially interested, either directly or indirectly; (ii) no other contract of significance was entered into by, and/or subsisted between the Company or any of its subsidiaries with the controlling shareholder or any of its subsidiaries during the Year; and (iii) no other contract of significance in relation to provision of services to the company or any of its subsidiaries by the controlling shareholder or any of its subsidiaries during the Year.

董事會報告書

DIRECTORS' REPORT

關連方交易及關連交易

董事確認，綜合財務報表附註40所披露的重大關連方交易屬於GEM上市規則第20章界定的「關連交易」或「持續關連交易」（視情況而定）。董事確認，本公司已遵守GEM上市規則第20章的披露規定。

主要客戶及供應商

於本年度，本集團來自五大客戶之營業總額佔本集團營業總額約82%，而本集團最大客戶之營業額佔本集團營業總額約39%。

本集團五大供應商之採購總額佔本集團採購總額約41%，而本集團最大供應商之採購額佔本集團採購總額約12%。

本年度，本公司任何董事、董事之緊密聯繫人或股東（據董事所知擁有本公司已發行股本5%以上）概無於本集團五大客戶及供應商中擁有任何權益。

購股權計劃

本公司於二零一一年八月三十日採納之購股權計劃（「二零一一年購股權計劃」）已於二零二一年八月三十日屆滿。本公司不可再根據該計劃授出任何其他購股權，惟二零一一年購股權計劃之條文就其屆滿日期前授出之購股權屬必要之範圍而言，仍具十足效力。

根據本公司於二零二一年十月二十二日採納之購股權計劃（「二零二一年購股權計劃」）之條款，董事會可全權酌情邀請本公司或其任何附屬公司之全職或兼職僱員（包括本公司或其任何附屬公司任何董事（不論執行或非執行及獨立或非獨立））以及已為或可能為本集團作出貢獻的任何代理、顧問及諮詢人接納購股權，以認購本公司股份，作為彼等對本集團發展所作貢獻的激勵或獎勵。根據二零二一年購股權計劃及本公司任何其他購股權計劃授出而尚未行使之所有尚未行使購股權獲行使而予以發行之股份總數，最多不得超過本公司不時已發行股本30%。二零二一年購股權計劃之年期直至二零三一年十月二十一日為止一直生效。

RELATED PARTY TRANSACTIONS AND CONNECTED TRANSACTIONS

The Directors confirm that the material related party transactions as disclosed in note 40 to the consolidated financial statements fall under the definition of “connected transaction” or “continuing connected transaction” (as the case may be) in Chapter 20 of the GEM Listing Rules. The Directors confirm that the Company has complied with the disclosure requirements in accordance with Chapter 20 of the GEM Listing Rules.

MAJOR CUSTOMERS AND SUPPLIERS

For the Year, the aggregate amount of turnover attributable to the Group's five largest customers accounted for approximately 82% of the Group's total turnover and the turnover attributable to the Group's largest customer accounted for approximately 39% of the Group's total turnover.

The aggregate amount of purchases attributable to the Group's five largest suppliers accounted for approximately 41% of the Group's total purchases and the purchases attributable to the Group's largest supplier accounted for approximately 12% of the Group's total purchases.

At no time during the Year did a Director, a close associate of a Director or a shareholder of the Company (which to the knowledge of the Directors owns more than 5% of the Company's issued share capital) have an interest in any of the Group's five largest customers and suppliers.

SHARE OPTION SCHEME

The share option scheme adopted by the Company on 30 August 2011 (the “2011 Option Scheme”) has expired on 30 August 2021. No further options shall be granted thereunder, but the provisions of the 2011 Option Scheme will remain in full force and effect to the extent necessary to give effect to the exercise of those share options granted prior to the expiry date.

Under the terms of the share option scheme adopted by the Company on 22 October 2021 (the “2021 Option Scheme”), the Board may, at its absolute discretion, offer full time or part time employees of the Company or any of its subsidiaries (including any directors, whether executive or non-executive and whether independent or not, of the Company or any of its subsidiaries) and any agents, consultants and advisers who have contributed or may contribute to the Group, to take up options to subscribe for shares of the Company, as incentives or rewards for their contribution to the growth of the Group. The maximum aggregate number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the 2021 Option Scheme and any other share option schemes of the Company must not, exceed 30% of the issued share capital of the Company from time to time. The life of the 2021 Option Scheme was effective until 21 October 2031.

因行使於任何十二個月期間向承授人授出的二零二一年購股權計劃或本公司及其附屬公司任何其他購股權計劃項下之購股權（包括已行使及尚未行使購股權）而已發行及將予發行之最多股份數目，不得超過本公司已發行股本總額之1%（或如屬關連人士（定義見GEM上市規則）承授人，則0.1%），除非本公司股東於股東大會（該承授人及其聯繫人士放棄投票表決權）個別批准則除外，且向有關人士授出的購股權的數目及條款（包括認購價）須於股東批准前釐定。接納授予的每份購股權時須支付不可退回象徵式代價10港元。

認購價可由董事會釐定，惟不得低於(a)授出購股權之日在聯交所每日報價表所報本公司股份於GEM之收市價；(b)緊接授出購股權日期前五個營業日在聯交所每日報價表所報本公司股份於GEM之平均收市價；及(c)於授出日期之股份面值（三者以最高者為準），惟倘屬零碎股價，則每股認購價會約整至最近整數港仙。

根據二零二一年購股權計劃之條款，購股權可於董事會通知每位承授人之期間內隨時全數或部分行使，惟根據二零二一年購股權計劃之條款，該期間不得超過要約授出購股權之日起計十年。根據二零二一年購股權計劃之條款，並無關於必須持有某段最短期間或必須達成的業績目標方可行使購股權之一般規定。

於本年度，概無購股權已授出、行使、註銷、失效或尚未行使。

本公司購股權計劃的進一步詳情載於綜合財務報表附註37。

優先購買權

根據公司細則或百慕達法律，概無優先購買權條款，使本公司須按本公司現有股東之股權比例向彼等發行本公司新股份。

The maximum number of shares issued and to be issued on the exercise of options granted under the 2021 Option Scheme or any other share option schemes of the Company and its subsidiaries (including both exercised and outstanding options) to a grantee in any 12-month period must not exceed 1% (or 0.1% in case of a connected person (as defined under the GEM Listing Rules) grantee) of the total issued share capital of the Company in issue, unless separately approved by the shareholders of the Company in general meeting with such grantee and his associates abstaining from voting, and the number and terms (including the subscription price) of the options to be granted to such person must be fixed before the shareholders' approval. A nonrefundable nominal consideration of HK\$10 is payable on acceptance of each grant.

The subscription price may be determined by the Board, provided that it shall not be less than the highest of (a) the closing price of the Company's shares on GEM as stated in the Stock Exchange's daily quotation sheet on the date of grant of the options; (b) the average of the closing prices of the Company's shares on GEM as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of grant of the options; and (c) the nominal value of the shares on the date of grant provided that in the event of fractional prices, the subscription price per share shall be rounded upwards to the nearest whole cent.

An option may be exercised in whole or in part in accordance with the terms of the 2021 Option Scheme at any time during a period to be notified by the Board to each grantee which shall not be more than 10 years from the date on which the offer of the grant of the options is made in accordance with the terms of the 2021 Option Scheme. There is no general requirement on the minimum period for which an option must be held or performance target must be achieved before an option can be exercised under the terms of the 2021 Option Scheme.

For the Year, there were no share options granted, exercised, cancelled, lapsed or outstanding.

Further details of the share option scheme of the Company are set out in note 37 to the consolidated financial statements.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Bye-laws or the laws of Bermuda which would oblige the Company to offer new shares of the Company on a pro-rata basis to existing shareholders of the Company.

董事會報告書

DIRECTORS' REPORT

薪酬政策

本集團之僱員薪酬政策由薪酬委員會根據僱員之優點、資歷及能力釐定。

本公司董事及高級管理層之酬金由薪酬委員會經考慮本公司之經營業績、個人表現以及市場可資比較之統計資料後作出建議，並由董事會審批。

本公司已採納購股權計劃，向董事及合資格僱員提供獎勵。有關該計劃之詳情，載於上文及綜合財務報表附註37。

高級管理層酬金

根據GEM上市規則附錄15所載之企業管治守則守則條文第B.1.5條，本公司高級管理層成員於本年度之薪酬按組別載列如下：

		二零二三年 2023	二零二二年 2022
零至1,000,000港元	Nil to HK\$1,000,000	1	1
1,000,001港元至1,500,000港元	HK\$1,000,001 to HK\$1,500,000	-	1
		1	2

有關董事酬金及五名最高薪酬人士之進一步詳情載於綜合財務報表附註11。

遵守相關法例及法規

本年度，本公司並不知悉有任何不符合相關法例法規並對其有重大影響的事宜。

足夠公眾持股量

根據於本年報發行前最後實際可行日期本公司可公開獲得之資料及據董事所知，本公司於本年度一直維持足夠公眾持股量。

EMOLUMENT POLICY

The emolument policy of the employees of the Group is determined by the Remuneration Committee on the basis of merit, qualifications and competence.

The emoluments of the Directors and senior management of the Company are recommended by the Remuneration Committee and approved by the Board, having regard to the Company's operating results, individual performance and comparable market statistics.

The Company has adopted a share option scheme as an incentive to Directors and eligible employees. Details of the scheme are set out above and in note 37 to the consolidated financial statements.

REMUNERATION OF SENIOR MANAGEMENT

Pursuant to code provision B.1.5 of the Corporate Governance Code set out in Appendix 15 to the GEM Listing Rules, the remuneration of the senior management of the Company for the Year by band is as follows:

		二零二三年 2023	二零二二年 2022
Nil to HK\$1,000,000	Nil to HK\$1,000,000	1	1
HK\$1,000,001 to HK\$1,500,000	HK\$1,000,001 to HK\$1,500,000	-	1
		1	2

Further particulars in relation to Directors' remuneration and the five individuals with highest emoluments are set out in note 11 to the consolidated financial statements.

COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

During the Year, the Company was not aware of any non-compliance with any relevant laws and regulations that had a significant impact on it.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors as at the latest practicable date prior to the issue of this annual report, the Company has maintained a sufficient public float throughout the Year.

購買、出售或贖回股份

本年度，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

獲准許的彌償條文

於本年度及截至本年報日期，對董事的利益而言，獲准許的彌償條文（定義見香港法例第622D章《公司（董事報告）規例》第9條）已經及現正生效。

管理合約

於本年度，本公司之一間主要從事資產管理之全資附屬公司仲達資產管理有限公司（「仲達」）與智易顧問有限公司（「智易顧問」）訂立之日期為二零一七年一月一日之合作協議仍然生效。根據該合作協議，仲達已委聘智易顧問就仲達之日常營運、會計及財務事項提供管理服務。該合作協議並無固定期限，且概無董事於該合作協議中擁有權益。

除上述者外，截至二零二三年四月三十日止年度，概無訂立或存在任何其他有關本公司全部或任何重大部分業務之管理及行政之合約。

發行股份及債券

本集團於本年度概無發行任何股份或債券。有關於過往年度獲得之其他貸款及其他借款之進一步詳情載於本年報綜合財務報表附註33。

PURCHASE, SALE OR REDEMPTION OF SHARES

During the Year, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

PERMITTED INDEMNITY PROVISION

During the Year and up to the date of this annual report, permitted indemnity provision (as defined in section 9 of the Companies (Directors' Report) Regulation (Chapter 622D of the Laws of Hong Kong)) was and is being in force for the benefit of the Directors.

MANAGEMENT CONTRACT

During the Year, the cooperation agreement dated 1 January 2017 entered into between Mass Fidelity Asset Management Limited ("Mass Fidelity"), a wholly-owned subsidiary of the Company principally engaged in assets management, and GET Consulting Company Limited ("GET Consulting") was in force. Pursuant to such cooperation agreement, Mass Fidelity has engaged GET Consulting to provide management services on the daily operation and accounting and finance matters of Mass Fidelity. Such cooperation agreement did not have a fixed term and no Director was interested in such cooperation agreement.

Save as aforesaid, no other contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or in existence during the year ended 30 April 2023.

ISSUE OF SHARES AND DEBENTURES

The Group did not issue any shares or debentures during the Year. Further details of other loan and other borrowings obtained in the prior years are set out in note 33 to the consolidated financial statements in this annual report.

董事會報告書

DIRECTORS' REPORT

股本掛鈎協議

除上文及綜合財務報表附註37所披露之購股權計劃詳情外，本公司於本年度並無訂立或於年末存續任何股本掛鈎協議（定義見香港法例第622D章《公司（董事報告）規例》第6條）。

捐款

於本年度本集團作出的慈善及其他捐款達30,000港元（上年度：65,000港元）。

獨立核數師

本公司核數師於本年報日期前三年並無變動。本公司應屆之股東週年大會將提呈重新委任德博會計師事務所有限公司為本公司獨立核數師的議決案。

代表董事會

蘇宏進
執行董事

二零二三年七月二十八日

EQUITY-LINKED AGREEMENTS

Save for details of the share option scheme as disclosed above and in note 37 to the consolidated financial statements, no equity-linked agreement (as defined in section 6 of the Companies (Directors' Report) Regulation (Chapter 622D of the Laws of Hong Kong)) was entered into by the Company during the Year or subsisted at the end of the Year.

DONATIONS

Charitable and other donations made by the Group during the Year amounted to HK\$30,000 (Last Year: HK\$65,000).

INDEPENDENT AUDITORS

There has been no change in auditors of the Company in the three years preceding the date of this annual report. A resolution will be proposed at the forthcoming annual general meeting of the Company to re-appoint D & PARTNERS CPA LIMITED as the independent auditors of the Company.

On behalf of the Board

So Wang Chun, Edmond
Executive Director

28 July 2023

獨立核數師報告書 INDEPENDENT AUDITOR'S REPORT



致滙隆控股有限公司全體股東

(於開曼群島註冊成立並於百慕達存續之有限公司)

意見

我們已完成審閱滙隆控股有限公司(「貴公司」)及其附屬公司(「貴集團」)載於第74至191頁的綜合財務報表,包括於二零二三年四月三十日的綜合財務狀況表、截至該日止年度的綜合損益表、綜合損益及其他全面收益表、綜合權益變動報表及綜合現金流量表以及綜合財務報表附註,包括主要會計政策概要。

我們認為,該等綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)真實公平的反映 貴集團於二零二三年四月三十日之綜合財務狀況,及 貴集團截至該日止年度之綜合財務表現及其綜合現金流量,並已按照香港公司條例之披露規定妥為編製。

意見的基礎

我們已按照香港會計師公會頒佈的香港審計準則(「香港審計準則」)進行審核。我們在該等準則下承擔的責任已在本報告核數師就審核綜合財務報表承擔的責任部分中作進一步闡述。根據香港會計師公會頒佈的專業會計師道德守則(以下簡稱「守則」),我們獨立於 貴集團,並已履行守則中的其他道德責任。我們相信,我們已取得充分恰當的審核憑證,為我們的意見提供基礎。

關鍵審核事項

關鍵審核事項是根據我們的專業判斷,認為對本期綜合財務報表的審核最為重要的事項。這些事項是在我們審核整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。

To the Shareholders of WLS Holdings Limited

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

OPINION

We have audited the consolidated financial statements of WLS Holdings Limited (the “Company”) and its subsidiaries (the “Group”) set out on pages 74 to 191, which comprise the consolidated statement of financial position as at 30 April 2023, and the consolidated statement of profit or loss, consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 30 April 2023, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSA”) issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the HKICPA’s Code of Ethics for Professional Accountants (“the Code”) and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

獨立核數師報告書

INDEPENDENT AUDITOR'S REPORT

關鍵審核事項

應收貸款及利息之減值評估

我們將借貸業務產生之應收貸款及利息之估計減值作為關鍵審核事項，原因為賬面值的重大性及於評估應收貸款及利息之減值時需要管理層的重大估計。

如綜合財務報表附註4、21及42所詳述，管理層根據「三階段」模式下的預期信貸虧損（「預期信貸虧損」）評估應收貸款及利息減值撥備。在編製應收貸款及利息的虧損撥備時，管理層參考貸款組合的歷史拖欠比率、還款記錄、抵押品價值以及宏觀經濟因素的當前和前瞻性資料，使用判斷對違約概率及違約損失率進行假設。

於二零二三年四月三十日，貴集團應收貸款及利息淨額為約444,388,000港元（二零二二年：486,266,000港元）。根據預期信貸虧損模式計提的應收貸款及利息信貸虧損撥備為約240,051,000港元（二零二二年：155,496,000港元）及預期信貸虧損模式產生虧損減值淨額為84,555,000港元（二零二二年：41,793,000港元）。

我們在審核中處理關鍵審核事項的方法

我們有關自借貸業務產生之應收貸款及利息之減值評估的程序包括：

- 了解、評估並核證對應收貸款及利息減值評估的控制，其涉及管理層所確認觸發應收貸款及利息信貸風險大幅增加的事項以及違約事項；
- 以抽樣方式執行情序，以測試應收貸款及利息的賬齡於報告日期之存續及準確性；
- 審閱管理層所編製的估值方法、方式及計算基準的合適性；
- 評估主要假設的適當性，如基於過往數據以及市場經濟數據評估預期信貸虧損所用拖欠比率及抵押品價值；及

Key audit matter

Impairment assessment of loan and interest receivables

We identified the estimated impairment of loan and interest receivables arising from the money lending business as a key audit matter due to significance of the carrying amount and significant estimation required by the management on assessing the impairment of loan and interest receivables.

As detailed in notes 4, 21 and 42 to the consolidated financial statements, management assessed the provision for impairment of loan and interest receivables based on the estimation of expected credit loss (“ECL”) under a “three-stage” model. In developing the loss allowance of loan and interest receivables, management use judgement in making the assumptions about the probability of default and loss given default with reference to the historical delinquency ratio of loans portfolio, repayment record, collateral values and current and forward-looking information on macroeconomic factors.

As at 30 April 2023, the Group’s net loan and interest receivables amounted to approximately HK\$444,388,000 (2022: HK\$486,266,000). Allowance for credit losses of loan and interest receivables under the ECL model amounted to approximately HK\$240,051,000 (2022: HK\$155,496,000) and net impairment loss arising from ECL for the amount of HK\$84,555,000 (2022: HK\$41,793,000).

How our audit addressed the key audit matter

Our procedures in relation to impairment assessment of loan and interest receivables arising from the money lending business included:

- Understanding, evaluating and validating the control over impairment assessment of loan and interest receivables, which related to management’s identification of events that triggered the significant increase in credit risk of loan and interest receivables and events of default;
- Carrying out procedures, on a sample basis, to test the existence and accuracy of the aging of loan and interest receivables as at the reporting date;
- Reviewing the appropriateness of the valuation methodology, approach and basis of calculation prepared by management;
- Evaluating the appropriateness of the key assumptions, such as delinquency ratio and collateral values used in assessing the ECL based on the historical data as well as market economic data; and

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- 通過抽查過往還款記錄，測試管理層就於年末制定應收貸款及利息之減值評估所使用之資料之完整性。

關鍵審核事項

與建築及建造工程之棚架搭建服務、精裝修及其他輔助服務客戶合約之收益確認

由於本公司管理層在釐定估計合約收益及合約成本時使用輸入法行使重大判斷，故我們確定與建築及建造工程之棚架搭建服務、精裝修及其他輔助服務客戶合約之收益確認屬關鍵審核事項。

誠如綜合財務報表附註5所述，貴集團參考合約活動於報告期間結算日的完成階段確認合約收益及成本，並按工程進行至該日所發生的合約成本佔估計總合約成本的比例計量。因此，收益確認涉及高度判斷，並作出估計以評估總合約成本及合約完成階段以為虧損合約適當撥備。儘管於履行合約過程中，管理層審閱及修訂綜合建築設計服務的估計合約成本，惟就其總成本而言，合約實際結果可能高於或低於估計，而此將影響財政年度的已確認收益及溢利。

誠如綜合財務報表附註5所披露，於截至二零二三年及二零二二年四月三十日止年度，棚架搭建服務及精裝修工程之合約收益分別為約103,413,000港元及140,283,000港元。

我們在審核中處理關鍵審核事項的方法

我們有關合約收益及棚架搭建服務及精裝修工程成本以及合約工程的合約資產及合約負債的程序包括：

- 了解管理層與估計總合約收益及合約成本有關之流程；
- 抽樣將總合約價值與合約及工程變更指令或其他函件進行核對並同意；

- Testing the integrity of information used by management to develop the impairment assessment of loan and interest receivables as at year-end by checking the historical settlement records on a sample basis.

Key audit matter

Revenue recognition from contracts with customers of scaffolding, fitting out and other auxiliary services for construction and buildings work

We identified the revenue recognition from contracts with customers of scaffolding services, fitting out and other auxiliary services for construction and buildings work as a key audit matter due to the significant judgments exercised by the management of the Company in determining the estimation of contract revenue and contract costs using input method.

As stated in note 5 to the consolidated financial statements, the Group recognises contract revenue and costs by reference to the stage of completion of the contract activity at the end of the reporting period, measured based on the proportion of contract costs incurred for work performed to date relative to the estimated total contract costs. Accordingly, revenue recognition involves a significant degree of judgment, with estimates being made to assess the total contract costs and stage of completion of the contract to provide appropriately for loss making contracts. Notwithstanding that the management reviews and revises the estimates of contract costs for the comprehensive architectural services as the contract progresses, the actual outcome of the contract in terms of its total costs may be higher or lower than the estimates and this will affect the revenue and profit recognised for the financial year.

As disclosed in note 5 to the consolidated financial statements, the contract revenue of scaffolding services and fitting out works amounted to approximately HK\$103,413,000 and HK\$140,283,000 for the year ended 30 April 2023 and 2022, respectively.

How our audit addressed the key audit matter

Our procedures in relation to the contract revenue and costs of scaffolding services and fitting out works and contract assets and contract liabilities for contract work included:

- Understanding of the management's process relating to the estimation of total contract revenue and contract costs;
- Checking and agreeing the total contract value to the contracts and variation orders or other correspondences, on a sample basis;

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- 抽樣核對證明文件，包括承包商／開發商發出之決算報表或申請表或發票，以及其於年內發出用以評估項目進度之通訊；
 - 抽樣比較選定合約的完成百分比及進度款百分比並調查任何重大差異；
 - 抽樣與已開具發票核對進度付款，並抽樣與時間表記錄核對員工成本；
 - 與合約及工程變更訂單或其他通訊核對總預算合約收益，與貴集團項目經理討論以評估彼等基於合約規模及複雜程度（按抽樣基準）估計的總預算合約收益是否合理；及
 - 與有關項目團隊進行面談，以了解選定項目之合約條款、表現及狀態，以就合約工程評估應收客戶款項之可收回性。
- Checking to the supporting documents including the statement of final account or application forms or invoices issued by the contractors/ developers and their correspondences issued to evaluate progress of projects during the year, on a sample basis;
 - Performing comparisons between the percentage of completion and the percentage of progress billing on selected contracts and investigate any significant differences, on a sample basis;
 - Checking the progress billings, on a sample basis, to invoices issued and checking staff costs incurred, on a sample basis, to the timesheet record;
 - Agreeing the total budget contract revenue to the contracts and variation orders or other correspondences and discussing with the project managers of the Group to evaluate the reasonableness of their estimated total budget contract revenue based on the size and complexity of the contracts, on a sample basis; and
 - Performing interviews with the relevant project teams to understand the contract terms, performance and status of selected projects to evaluate the recoverability of amounts due from customers for contract work.

其他資料

貴公司董事需對其他資料負責。其他資料包括年報內的所有資料，但不包括綜合財務報表及我們的核數師報告書。

我們對綜合財務報表的意見並不涵蓋其他資料，我們亦不對該等其他資料發表任何形式的鑒證結論。

結合我們對綜合財務報表的審核，我們的責任是閱讀其他資料，在此過程中，考慮其他資料是否與綜合財務報表或我們在審核過程中所了解的情況存在重大不一致或者似乎有重大錯誤陳述的情況。基於我們已執行的工作，如果我們認為其他資料有重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises the information included in the annual report but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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董事及治理層就綜合財務報表須承擔的責任

董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例的披露規定編製真實公平的綜合財務報表，並對其認為為使綜合財務報表的編製不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

除非董事有意將 貴集團清盤或停止經營，或別無其他實際的替代方案，否則在編製綜合財務報表時，董事負責評估 貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎。

治理層負責監督 貴集團財務報告過程。

核數師就審核綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具載有我們意見的核數師報告書。本報告僅根據百慕達公司法的第90條規定向閣下（作為整體）作出，不可用作其他用途。我們概不就本報告的內容，對任何其他人士負責或承擔法律責任。

合理保證是高水平的保證，但不能保證按香港審計準則進行審核，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響綜合財務報表使用者所作出的經濟決定，則有關的錯誤陳述可被視作重大。

RESPONSIBILITIES OF DIRECTORS AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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作為根據香港審計準則進行審核過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審核程序以應對該等風險，以及取得充足及適當的審核憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審核相關的內部控制，以設計適當的審核程序，但目的並非對 貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計及相關披露資料的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審核憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能對 貴集團持續經營能力產生重大疑慮。倘我們認為存在重大不確定性，則須在核數師報告書中提請注意綜合財務報表中的相關披露，或倘有關披露資料不足，則我們應當修改我們的意見。我們的結論是基於直至核數師報告書日期所取得的審核憑證。然而，未來事項或產生情況可能導致 貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構及內容，包括披露資料以及綜合財務報表是否公平反映相關交易及事項。
- 就 貴集團內實體或業務活動的財務資料獲取充分、適當的審核憑證，以對綜合財務報表發表意見。我們負責 貴集團審核的方向、監督及執行。我們對審核意見承擔全部責任。

As part of an audit in accordance with HKSA's, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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我們與治理層溝通了（其中包括）計劃的審核範圍、時間安排及重大審核發現，包括我們在審核中識別出內部控制的任何重大缺陷。

我們亦向治理層提交聲明，說明我們已符合有關獨立性的相關道德要求，並與彼等溝通有可能合理地被認為會影響我們獨立性的所有關係及其他事項，以及在適用的情況下，相關的防範措施。

從與治理層溝通的事項中，我們決定哪些事項對本期綜合財務報表的審核最為重要，因而構成關鍵審核事項。我們會在核數師報告書中描述該等事項，除非法律或法規不允許公開披露該等事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項而造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

出具本獨立核數師報告之審計項目合夥人為劉鳴德。

德博會計師事務所有限公司
執業會計師

劉鳴德
執業證書編號：P07579

香港，二零二三年七月二十八日

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matters or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in the independent auditor's report is Lau, Ming Tak Simeon.

D & PARTNERS CPA LIMITED
Certified Public Accountants

Lau Ming Tak Simeon
Practising Certificate Number: P07579

Hong Kong, 28 July 2023

綜合損益表

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

截至二零二三年四月三十日止年度 For the year ended 30 April 2023

			二零二三年 2023 千港元 HK\$'000	二零二二年 2022 千港元 HK\$'000 (經重列) (Restated)
	附註 NOTES			
持續經營	Continuing operations			
收益	Revenue	5	145,960	189,047
銷售成本	Cost of sales		(98,112)	(117,927)
毛利	Gross profit		47,848	71,120
其他收入	Other income	7	3,384	461
其他收益及(虧損)	Other gains and (losses)	8	(118,082)	(59,237)
營運及行政費用	Operating and administrative expenses		(27,440)	(48,374)
投資物業之公平值變動	Fair value changes on investment properties		-	2,521
出售物業、廠房及設備之收益	Gain on disposal of property, plant and equipment		15	-
物業、廠房及設備之撇賬虧損	Loss on write-off of property, plant and equipment		-	(407)
物業、廠房及設備和使用權資產之減值虧損	Impairment loss of property, plant and equipment and right-of-use assets		(4,500)	-
出售附屬公司之收益	Gain on disposal of subsidiaries	28	115	34,446
融資成本	Finance costs	9	(7,147)	(8,049)
除稅前虧損	Loss before taxation		(105,807)	(7,519)
稅項	Taxation	10	487	(4,258)
本年度來自持續經營的虧損	Loss for the year from continuing operations	12	(105,320)	(11,777)
終止經營	Discontinued operation			
本年度來自終止經營的溢利(虧損)	Profit (loss) for the year from discontinued operation	13	29	(191)
本年度虧損	Loss for the year		(105,291)	(11,968)
本公司持有人應佔 本年度(虧損)溢利：	(Loss) profit for the year attributable to owners of the Company:			
—來自持續經營	— from continuing operations		(112,413)	(10,627)
—來自終止經營	— from discontinued operation		29	(191)
			(112,384)	(10,818)
非控股權益應佔本年度 溢利(虧損)：	Profit (loss) for the year attributable to non-controlling interests:			
—來自持續經營	— from continuing operations		7,093	(1,150)
			(105,291)	(11,968)
來自持續經營及終止經營	From continuing and discontinued operations			
每股虧損—基本及攤薄	Loss per share – basic and diluted	15	(HK\$(0.782) cent 港仙)	(HK\$0.075 cent 港仙)
來自持續經營	From continuing operations			
每股虧損—基本及攤薄	Loss per share – basic and diluted		(HK\$(0.782) cent 港仙)	(HK\$0.074 cent 港仙)

綜合損益及其他全面收益表

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

截至二零二三年四月三十日止年度 For the year ended 30 April 2023

		二零二三年 2023 千港元 HK\$'000	二零二二年 2022 千港元 HK\$'000
本年度虧損	Loss for the year	(105,291)	(11,968)
其他全面支出：	Other comprehensive expense:		
將不會重新分類至損益的項目：	Item that will not be reclassified to profit or loss:		
按公平值計入其他全面收益 (「按公平值計入其他全面收益」) 之權益工具之公平值虧損	Fair value loss on equity instruments at fair value through other comprehensive income (“FVTOCI”)	(1,147)	(897)
本年度其他全面支出， 扣除稅項	Other comprehensive expense for the year, net of taxation	(1,147)	(897)
本年度全面支出總額	Total comprehensive expense for the year	(106,438)	(12,865)
本公司持有人應佔本年度 全面(支出)收益總額：	Total comprehensive (expense) income for the year attributable to owners of the Company:		
—來自持續經營	– from continuing operations	(113,560)	(11,524)
—來自終止經營	– from discontinued operation	29	(191)
		(113,531)	(11,715)
非控股權益應佔全面收益(支出) 總額：	Total comprehensive income (expense) attributable to non-controlling interests:		
—來自持續經營	– from continuing operations	7,093	(1,150)
		(106,438)	(12,865)

綜合財務狀況表

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

於二零二三年四月三十日 At 30 April 2023

			二零二三年 2023 千港元 HK\$'000	二零二二年 2022 千港元 HK\$'000
	附註 NOTES			
非流動資產	Non-current assets			
物業、廠房及設備	Property, plant and equipment	16	4,880	11,803
使用權資產	Right-of-use assets	17	–	3,598
無形資產	Intangible asset	18	–	–
於合營公司之權益	Interests in a joint venture	19	–	–
按公平值計入其他全面收益 之權益工具	Equity instruments at FVTOCI	20	2,225	3,372
應收貸款及利息	Loan and interest receivables	21	26,327	239,831
預付款項、按金及 其他應收款項	Prepayments, deposits and other receivables	22	1,111	961
遞延稅項資產	Deferred tax assets	34	6,527	6,625
			41,070	266,190
流動資產	Current assets			
應收貸款及利息	Loan and interest receivables	21	418,061	246,435
預付款項、按金及 其他應收款項	Prepayments, deposits and other receivables	22	8,541	13,225
應收賬款	Trade receivables	23	33,571	40,706
合約資產	Contract assets	24	10,100	13,089
存貨	Inventories	25	477	866
按公平值計入損益（「按公平值 計入損益」）之金融資產	Financial assets at fair value through profit or loss (“FVTPL”)	26	45,271	71,953
應退回稅項	Tax recoverable		–	13
已抵押銀行存款	Pledged bank deposit	27	–	14,707
銀行結餘及現金—信託賬戶	Bank balances and cash – trust account	27	–	2
銀行結餘及現金—一般賬戶	Bank balances and cash – general accounts	27	18,514	36,188
			534,535	437,184
流動負債	Current liabilities			
應付賬款及其他應付款項	Trade and other payables	29	34,975	33,130
合約負債	Contract liabilities	30	13,373	17,288
租賃負債	Lease liabilities	31	1,027	2,602
應付保固金款項	Retention monies payables		3,999	5,167
應付稅項	Tax payable		816	721
虧損性合約撥備	Provision for onerous contracts		140	–
銀行借貸	Bank borrowings	32	–	8,634
其他貸款及其他借貸	Other loan and other borrowings	33	120,563	116,433
銀行透支	Bank overdrafts	32	–	10,933
			174,893	194,908
流動資產淨值	Net current assets		359,642	242,276
總資產減流動負債	Total assets less current liabilities		400,712	508,466

綜合財務狀況表(續)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION (Continued)

於二零二三年四月三十日 At 30 April 2023

			二零二三年 2023 千港元 HK\$'000	二零二二年 2022 千港元 HK\$'000
		附註 NOTES		
非流動負債	Non-current liabilities			
租賃負債	Lease liabilities	31	595	1,622
其他貸款及其他借貸	Other loan and other borrowings	33	3,316	3,020
遞延稅項負債	Deferred tax liabilities	34	694	1,279
			4,605	5,921
資產淨值	Net assets		396,107	502,545
資本及儲備	Capital and reserves			
股本	Share capital	35	143,670	143,670
儲備	Reserves		252,437	365,968
本公司持有人應佔權益	Equity attributable to the owners of the Company		396,107	509,638
非控股權益	Non-controlling interests		-	(7,093)
權益總額	Total equity		396,107	502,545

第74至191頁之綜合財務報表於二零二三年七月二十八日經董事會批核及授權刊發，並由下列人士代為簽署：

The consolidated financial statements on pages 74 to 191 were approved and authorised for issue by the Board of Directors on 28 July 2023 and are signed on its behalf by:

蘇宏進
So Wang Chun. Edmond
董事
Director

楊海佳
Yang Haijia
董事
Director

綜合權益變動報表

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

截至二零二三年四月三十日止年度 For the year ended 30 April 2023

本公司持有人應佔
Attributable to the owners of the Company

		股本	股份溢價	實繳盈餘	合併儲備	購股權儲備	按公平值計入其他		總額	非控股權益	權益總額
							全面收益儲備	累計虧損			
		Share capital	Share premium	Contributed surplus	Merger reserve	Share option reserve	FVTOCI reserve	Accumulated losses	Total	Non-controlling interests	Total equity
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
				(附註 a)	(附註 b)	(附註 c)					
				(Note a)	(Note b)	(Note c)					
於二零二一年五月一日	At 1 May 2021	143,670	560,230	191,087	2,222	1,379	(37,706)	(339,529)	521,353	(12,465)	508,888
本年度虧損	Loss for the year	-	-	-	-	-	-	(10,818)	(10,818)	(1,150)	(11,968)
按公平值計入其他全面收益之權益工具之公平值虧損	Fair value loss on equity instruments at FVTOCI	-	-	-	-	-	(897)	-	(897)	-	(897)
出售按公平值計入其他全面收益之權益工具	Disposal of equity instruments at FVTOCI	-	-	-	-	-	765	(765)	-	-	-
本年度全面支出總額	Total comprehensive expense for the year	-	-	-	-	-	(132)	(11,583)	(11,715)	(1,150)	(12,865)
購股權失效	Lapse of share options	-	-	-	-	(1,379)	-	1,379	-	-	-
出售附屬公司沖回	Eliminated on disposal of subsidiaries	-	-	-	-	-	-	-	-	6,522	6,522
於二零二二年四月三十日	At 30 April 2022	143,670	560,230	191,087	2,222	-	(37,838)	(349,733)	509,638	(7,093)	502,545

本公司持有人應佔
Attributable to the owners of the Company

		股本	股份溢價	實繳盈餘	合併儲備	購股權儲備	按公平值計入其他		總額	非控股權益	權益總額
							全面收益儲備	累計虧損			
		Share capital	Share premium	Contributed surplus	Merger reserve	Share option reserve	FVTOCI reserve	Accumulated losses	Total	Non-controlling interests	Total equity
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
				(附註 a)	(附註 b)	(附註 c)					
				(Note a)	(Note b)	(Note c)					
於二零二二年五月一日	At 1 May 2022	143,670	560,230	191,087	2,222	-	(37,838)	(349,733)	509,638	(7,093)	502,545
本年度(虧損)溢利	(Loss) profit for the year	-	-	-	-	-	-	(112,384)	(112,384)	7,093	(105,291)
按公平值計入其他全面收益之權益工具之公平值虧損	Fair value loss on equity instruments at FVTOCI	-	-	-	-	-	(1,147)	-	(1,147)	-	(1,147)
本年度全面(支出)收益總額	Total comprehensive (expense) income for the year	-	-	-	-	-	(1,147)	(112,384)	(113,531)	7,093	(106,438)
於二零二三年四月三十日	At 30 April 2023	143,670	560,230	191,087	2,222	-	(38,985)	(462,117)	396,107	-	396,107

綜合權益變動報表(續)

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (Continued)

截至二零二三年四月三十日止年度 For the year ended 30 April 2023

附註：

- (a) 本集團之實繳盈餘指根據股東於二零一四年八月二十八日舉行之股東特別大會上通過特別決議案註銷截至當日之股份溢價賬全部進賬額後轉撥自股份溢價金額的金額。
- (b) 本集團之合併儲備指本公司已發行之股本面值換取根據本集團於二零零一年十一月二十三日進行之集團重組所購入附屬公司已發行股本面值之差額。
- (c) 本集團之購股權儲備指在有關授出日期所授出及於報告期末尚未行使的購股權之公平值。

Notes:

- (a) The contributed surplus of the Group represents the amount transferred from share premium amount upon the cancellation of the entire amount standing to the credit of the share premium account as at 28 August 2014 pursuant to a special resolution passed by the shareholders at an extraordinary general meeting held on that date.
- (b) The merger reserve of the Group represents the difference between the nominal amount of the share capital issued by the Company in exchange for the nominal value for the issued share capital of the subsidiaries acquired pursuant to the Group's reorganisation on 23 November 2001.
- (c) The share option reserve of the Group represents the fair value of share options granted at the relevant grant dates and outstanding as at end of the reporting period.

綜合現金流量表

CONSOLIDATED STATEMENT OF CASH FLOWS

截至二零二三年四月三十日止年度 For the year ended 30 April 2023

		二零二三年 2023 千港元 HK\$'000	二零二二年 2022 千港元 HK\$'000
經營業務	Operating activities		
除稅前虧損	Loss before taxation	(105,778)	(7,710)
就下列各項作出調整：	Adjustments for:		
利息收入	Interest income	(70)	(73)
融資成本	Finance costs	7,148	8,093
折舊	Depreciation	4,310	5,620
投資物業之公平值收益	Fair value gain on investment properties	–	(2,521)
按公平值計入損益之金融資產之 公平值虧損	Fair value loss on financial assets at FVTPL	17,405	4,230
出售按公平值計入損益之 金融資產之虧損(收益)	Loss (gain) on disposal of financial assets at FVTPL	5,704	(72)
物業、廠房及設備之撇賬虧損	Loss on write-off of property, plant and equipment	–	407
出售物業、廠房及設備之收益	Gain on disposal of property, plant and equipment	(15)	–
豁免貸款利息收入	Waive of loan interest income	30	–
應收貸款及利息之撇賬	Write-off of loan and interest receivables	3,000	11,118
應收賬款之撇賬	Write-off of trade receivables	1,581	2,227
其他應收款項之撇賬	Write-off of other receivables	2,107	3,203
物業、廠房及設備及使用權資產之 減值虧損	Impairment loss of property, plant and equipment and right-of-use assets	4,500	–
應收貸款及利息之減值虧損淨額	Net impairment loss of loan and interest receivables	84,555	41,793
應收賬款之減值虧損淨額	Net impairment loss of trade receivables	1,399	34
合約資產之減值虧損淨額 (減值撥回)	Net impairment loss (reversal of impairment) of contract assets	150	(204)
其他應收款項之減值虧損淨額	Net impairment loss of other receivables	73	–
撇減存貨	Write down of inventories	466	398
債務修改虧損(收益)	Loss (gain) on debt modification	1,472	(3,490)
出售附屬公司收益	Gain on disposal of subsidiaries	(115)	(34,446)
虧損性合約撥備	Provision for onerous contract	140	–
於營運資金變動前之經營 現金流量	Operating cash flows before movements in working capital	28,062	28,607

綜合現金流量表(續)

CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

截至二零二三年四月三十日止年度 For the year ended 30 April 2023

	二零二三年 2023 千港元 HK\$'000	二零二二年 2022 千港元 HK\$'000
應收貸款及利息增加	(45,707)	(67,002)
預付款項、按金及其他應收款項減少	4,509	3,866
應收賬款減少(增加)	4,155	(17,309)
合約資產減少(增加)	2,839	(2,915)
存貨增加	(77)	(38)
按公平值計入損益之金融資產 減少(增加)	3,573	(11,468)
應付賬款及其他應付款項增加	2,758	18,971
合約負債(減少)/增加	(3,915)	10,521
應付保固金款項(減少)/增加	(1,168)	1,756
銀行結餘及現金增加—信託賬戶	(7)	—
經營業務所用現金淨額	(4,978)	(35,011)
投資業務		
	Investing activities	
購置物業、廠房及設備	(1,203)	(9,916)
提取已抵押銀行存款	14,707	—
存置已抵押銀行存款	—	(14,707)
出售按公平值計入其他全面收益 之權益工具所得款項	—	6,273
購買按公平值計入其他全面收益之 權益工具	—	(690)
出售物業、廠房及設備所得款項	316	—
出售附屬公司所得款項淨額	—	62,021
已收利息	70	73
投資業務所得現金淨額	13,890	43,054

綜合現金流量表(續)

CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

截至二零二三年四月三十日止年度 For the year ended 30 April 2023

	二零二三年 2023 千港元 HK\$'000	二零二二年 2022 千港元 HK\$'000
融資業務	Financing activities	
新借銀行借貸	-	77,961
扣除發行成本之其他貸款及 其他借貸之所得款項	400	38,800
償還租賃負債	(2,748)	(5,985)
償還其他貸款及其他借貸	(4,293)	-
已付利息	(155)	(6,179)
償還銀行借貸	(8,634)	(109,653)
出售附屬公司之現金流出淨額	(223)	-
融資業務所用現金淨額	(15,653)	(5,056)
現金及現金等值項目(減少)增加淨額	(6,741)	2,987
於年初之現金及現金等值項目	25,255	22,268
於年末之現金及現金等值項目	18,514	25,255
現金及現金等值項目分析	Analysis of cash and cash equivalents	
來自持續經營:	From continuing operations:	
銀行結餘及現金—一般賬戶	18,514	36,188
銀行透支	-	(10,933)
	18,514	25,255

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. 一般資料

本公司於開曼群島註冊成立為一間獲豁免並於百慕達存續之有限公司，其股份於聯交所GEM上市。本公司註冊辦事處位於Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM 11, Bermuda。本公司香港總辦事處及主要營業地點為香港香港仔黃竹坑業興街11號南匯廣場A座10樓1001-1006室。

本集團的主要業務乃為建築及建造工程提供棚架搭建、精裝修及其他輔助服務、借貸業務及資產管理業務。

該等綜合財務報表乃以港元（「港元」）呈報，這亦為本公司的功能貨幣。

2. 應用新訂香港財務報告準則（「香港財務報告準則」）及其修訂本

於本年度強制生效之香港財務報告準則修訂本

於本年度，本集團已首次應用以下由香港會計師公會（「香港會計師公會」）頒佈之香港財務報告準則修訂本，就編製綜合財務報表而言，該等修訂本於本集團二零二二年五月一日開始之年度期間強制生效：

香港財務報告準則第3號（修訂本）	提述概念框架
香港會計準則第16號（修訂本）	物業、廠房及設備 — 擬定用途前 所得款項
香港會計準則第37號（修訂本）	虧損性合約 — 履約成本
香港財務報告準則（修訂本）	香港財務報告準則 二零一八年至 二零二零年之 年度改進

1. GENERAL INFORMATION

The Company is incorporated in the Cayman Islands as an exempted company and continued in Bermuda with limited liability and its shares are listed on GEM of the Stock Exchange. The registered office of the Company is located at Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM 11, Bermuda. The head office and the principal place of business of the Company in Hong Kong is located at Rooms 1001-1006, 10th Floor, Tower A, Southmark, No. 11 Yip Hing Street, Wong Chuk Hang, Aberdeen, Hong Kong.

The principal activities of the Group are the provision of scaffolding, fitting out and other auxiliary services for construction and buildings work, money lending business and assets management business.

The consolidated financial statements are presented in Hong Kong dollars (“HK\$”), which is also the functional currency of the Company.

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

Amendments to HKFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the following amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for the first time, which are mandatorily effective for the Group’s annual period beginning on 1 May 2022 for the preparation of the consolidated financial statements:

Amendments to HKFRS 3	Reference to the Conceptual Framework
Amendments to HKAS 16	Property, Plant and Equipment – Proceeds before Intended Use
Amendments to HKAS 37	Onerous Contracts – Cost of Fulfilling a Contract
Amendments to HKFRSs	Annual Improvements to HKFRSs 2018-2020

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

2. 應用新訂香港財務報告準則（「香港財務報告準則」）及其修訂本（續）

除下文所述外，於本年度應用香港財務報告準則修訂本對本集團於本年度及過往年度之財務狀況及表現以及／或此等綜合財務報表中所載之披露並無重大影響。

應用香港財務報告準則第3號（修訂本）「提述概念框架」的影響

本集團已將修訂本應用於收購日期為二零二二年五月一日或之後的企業合併。該修訂本更新香港財務報告準則第3號對「企業合併」的提述，致使其提述二零一八年六月發佈之《二零一八年財務報告概念框架》（「概念框架」），而非《財務報表的編製及呈報框架》的提述（由二零一零年十月發佈之二零一零年《財務報告概念框架》取代）；添加一項要求，即對於香港會計準則第37號「撥備、或然負債及或然資產」或香港（國際財務報告詮釋委員會）－詮釋21「徵費」範圍內的交易及事件，收購方應採用香港會計準則第37號或香港（國際財務報告詮釋委員會）－詮釋21取代用概念框架來確定其在企業合併中承擔的負債；及添加明確的聲明，即收購方不承認在企業合併中收購的或然資產。

本年度應用該修訂本並無對本集團之綜合財務報表造成影響。

應用香港會計準則第16號（修訂本）「物業、廠房及設備－擬定用途前所得款項」的影響

本集團於本年度已首次應用該修訂本。該修訂本訂明，將物業、廠房及設備項目運至所需地點及條件以使其能以管理層預期的方式運作所需的任何項目的成本（例如測試有關物業、廠房及設備是否運作正常時產生的樣本）以及出售該等項目所得款項，應按照適用標準在損益中確認及計量。該等項目的成本按香港會計準則第2號「存貨」計量。

根據過渡條文，本集團已將新會計政策追溯應用於二零二一年一月一日或之後可供使用的物業、廠房及設備。本年度應用該修訂本對本集團的財務狀況和業績並無影響。

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

Except as described below, the application of the amendments to HKFRSs in the current year has had no material impact on the Group's financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

Impacts on application of Amendments to HKFRS 3 Reference to the Conceptual Framework

The Group has applied the amendments to business combinations for which the acquisition date was on or after 1 May 2022. The amendments update a reference in HKFRS 3 “Business Combinations” so that it refers to the Conceptual Framework for Financial Reporting 2018 issued in June 2018 (the “Conceptual Framework”) instead of Framework for the Preparation and Presentation of Financial Statements (replaced by the Conceptual Framework for Financial Reporting 2010 issued in October 2010), add a requirement that, for transactions and events within the scope of the HKAS 37 “Provisions, Contingent Liabilities and Contingent Assets” or HK (IFRIC)-Int 21 “Levies”, an acquirer applies HKAS 37 or HK (IFRIC)-Int 21 instead of the Conceptual Framework to identify the liabilities it has assumed in a business combination and add an explicit statement that an acquirer does not recognise contingent assets acquired in a business combination.

The application of the amendments in the current year has had no impact on the Group's consolidated financial statements.

Impact on application of Amendments to HKAS 16 Property, Plant and Equipment – Proceeds before Intended Use

The Group has applied the amendments for the first time in the current year. The amendments specify that the costs of any item that were produced while bringing an item of property, plant and equipment to the location and condition necessary for it to be capable of operating in the manner intended by management (such as samples produced when testing whether the relevant property, plant and equipment is functioning properly) and the proceeds from selling such items should be recognised and measured in the profit or loss in accordance with applicable standards. The cost of the items are measured in accordance with HKAS 2 “Inventories”.

In accordance with the transitional provisions, the Group has applied the new accounting policy retrospectively to property, plant and equipment made available for use on or after the beginning of 1 January 2021. The application of the amendments in the current year has had no impact on the Group's financial positions and performance.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

2. 應用新訂香港財務報告準則（「香港財務報告準則」）及其修訂本（續）

應用香港會計準則第37號（修訂本）「虧損性合約－履約成本」的影響

本集團於本年度已首次應用該修訂本。該修訂本指明，當實體根據香港會計準則第37號評估合約是否屬虧損性時，合約項下的不可避免成本應反映退出合約的最低淨成本，即履行合約的成本與因未能履行合約而招致的任何賠償或罰款之間的較低者。履行合約的成本包括遞增成本及與履行合約直接相關的其他成本的分配（例如用於履行合約的物業、廠房及設備項目的折舊開支分配）。

本年度應用該修訂本對本集團的財務狀況和業績並無影響。

應用香港財務報告準則（修訂本）「香港財務報告準則二零一八年至二零二零年之年度改進」的影響

本集團於本年度已首次應用修訂本。年度改進對以下準則進行了修訂：

香港財務報告準則第9號「金融工具」

該修訂本澄清，為評估在「10%」測試下對原始金融負債條款的修改是否構成實質性修改，借款人僅包括在借款人和貸款人之間已支付或收取的費用，包括由借款人或貸款人代表對方支付或接收的費用。

根據過渡條文，本集團對於首次應用日期（二零二二年一月一日）修訂或交換的金融負債應用該修訂本。

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

Impact on application of Amendments to HKAS 37 Onerous Contracts – Cost of Fulfilling a Contract

The Group has applied the amendments for the first time in the current year. The amendments specify that, when an entity assesses whether a contract is onerous in accordance with HKAS 37, the unavoidable costs under a contract should reflect the least net cost of exiting from the contract, which is the lower of the cost of fulfilling it and any compensation or penalties arising from failure to fulfil it. Costs of fulfilling the contract include incremental costs and an allocation of other costs that relate directly to fulfilling contracts (e.g. an allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract).

The application of the amendments in the current year has had no impact on the Group’s financial positions and performance.

Impact on application of Amendments to HKFRSs Annual Improvements to HKFRSs 2018 – 2020

The Group has applied the amendments for the first time in the current year. The annual improvements make amendments to the following standards:

HKFRS 9 Financial Instruments

The amendment clarifies that for the purpose of assessing whether modification of terms of original financial liability constitutes substantial modification under the “10 per cent” test, a borrower includes only fees paid or received between the borrower and the lender, including fees paid or received by either the borrower or the lender on the other’s behalf.

In accordance with the transitional provisions, the Group applies the amendment to financial liabilities that are modified or exchanged as at the date of initial application, 1 January 2022.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

2. 應用新訂香港財務報告準則（「香港財務報告準則」）及其修訂本（續）

應用香港財務報告準則（修訂本）「香港財務報告準則二零一八年至二零二零年之年度改進」的影響（續）

香港財務報告準則第16號「租賃」

附隨香港財務報告準則第16號對示例第13號之修訂本從示例中刪除了出租人為租賃物業裝修而作出補償說明，以消除任何潛在之混淆。

香港會計準則第41號「農業」

該修訂本刪除了香港會計準則第41號第22段中關於使用現值技術計量生物資產的公平值時不包括稅收現金流量之要求，從而確保與香港財務報告準則第13號「公平值計量」之要求相一致。

本年度應用該修訂本並無對本集團之綜合財務報表造成影響。

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

Impact on application of Amendments to HKFRSs Annual Improvements to HKFRSs 2018 – 2020 (Continued)

HKFRS 16 Leases

The amendment to Illustrative Example 13 accompanying HKFRS 16 removes from the example the illustration of reimbursement relating to leasehold improvements by the lessor in order to remove any potential confusion.

HKAS 41 Agriculture

The amendment ensures consistency with the requirements in HKFRS 13 Fair Value Measurement by removing the requirement in paragraph 22 of HKAS 41 to exclude taxation cash flows when measuring the fair value of a biological asset using a present value technique.

The application of the amendments in the current year has had no impact on the Group's consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

2. 應用新訂香港財務報告準則（「香港財務報告準則」）及其修訂本（續）

應用香港財務報告準則（修訂本）「香港財務報告準則二零一八年至二零二零年之年度改進」的影響（續）

已頒佈但尚未生效之新訂香港財務報告準則及其修訂本

本集團並無提早應用以下已頒佈但尚未生效之新訂香港財務報告準則及其修訂本：

香港財務報告準則第17號 保險合約 ¹ （包括香港財務報告準則第17號的二零二零年十月及二零二二年二月修訂本）	
香港財務報告準則第10號 投資者與其聯營公司或合資企業之間的資產出售或注資 ² （修訂本）	
香港財務報告準則第16號 售後回租中的租賃負債 ³ （修訂本）	
香港會計準則第1號 分類為流動或非流動負債及香港詮釋第5號之相關修訂（二零二零年） ¹ （修訂本）	
香港會計準則第1號及香港財務報告準則實務聲明第2號（修訂本） 會計政策披露 ¹	
香港會計準則第8號 會計估計之定義 ¹ （修訂本）	
香港會計準則第12號 與單一交易產生的資產及負債有關的遞延稅項 ¹ （修訂本）	

- 1 於二零二三年一月一日或之後開始的年度期間生效。
- 2 於待定日期或之後開始的年度期間生效。
- 3 於二零二四年一月一日或之後開始的年度期間生效。

除下述新訂香港財務報告準則及其修訂本外，本公司董事預期應用所有其他新訂香港財務報告準則及其修訂本於可見未來將不會對綜合財務報表造成重大影響。

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

Impact on application of Amendments to HKFRSs Annual Improvements to HKFRSs 2018 – 2020 (Continued)

New and amendments to HKFRSs in issue but not yet effective

The Group has not early applied the following new and amendments to HKFRSs that have been issued but are not yet effective:

HKFRS 17 (including the October 2020 and February 2022 Amendments to HKFRS 17)	Insurance Contracts ¹
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ²
Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback ³
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) ¹
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies ¹
Amendments to HKAS 8	Definition of Accounting Estimates ¹
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction ¹

- 1 Effective for annual periods beginning on or after 1 January 2023.
- 2 Effective for annual periods beginning on or after a date to be determined.
- 3 Effective for annual periods beginning on or after 1 January 2024.

Except for the new and amendments to HKFRSs mentioned below, the directors of the Company anticipate that the application of all other new and amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

3. 重要會計政策

綜合財務報表乃根據香港會計師公會頒佈之香港財務報告準則編製。此外，綜合財務報表包括聯交所GEM證券上市規則（「GEM上市規則」）及香港公司條例（「公司條例」）規定之適用披露。

誠如下文所載會計政策所闡述，綜合財務報表已按歷史成本基準編製，惟按公平值計量的投資物業及若干金融工具除外。

歷史成本一般按交換貨品及服務之代價之公平值計算。

公平值為於計量日市場參與者間於有秩序交易中出售資產所收取或轉讓負債所支付之價格，而不論該價格為可直接觀察或可使用其他估值技術估計。於估計資產或負債之公平值時，本集團會考慮該等市場參與者於計量日對資產或負債定價時所考慮之資產或負債之特點。於該等綜合財務報表中作計量及／或披露目的之公平值乃按此基準釐定，惟香港財務報告準則第2號以股份為基礎的付款範圍內以股份支付之交易、香港財務報告準則第16號範圍內之租賃交易及與公平值類似但並非公平值之計量（如香港會計準則第2號存貨之可變現淨值或香港會計準則第36號資產減值之使用價值）除外。

非金融資產之公平值計量乃考慮市場參與者通過使用其資產之最高及最佳用途從而可產生經濟利益之能力或將其出售予將使用其最高及最佳用途之另一市場參與者。

就按公平值買賣之金融工具及投資物業及於其後期間採用不可觀察輸入數據計量公平值之估值技術而言，該估值技術會進行校正，以使在初次確認時估值技術之結果等於交易價格。

3. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on GEM of the Stock Exchange (“GEM Listing Rules”) and by the Hong Kong Companies Ordinance (“CO”).

The consolidated financial statements have been prepared on the historical cost basis except for investment properties and certain financial instruments that are measured at fair values, as explained in accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 *Share-based Payment*, leasing transactions that are within the scope of HKFRS 16, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 *Inventories* or value in use in HKAS 36 *Impairment of Assets*.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

For financial instruments and investment properties which are transacted at fair value and a valuation technique that unobservable inputs is to be used to measure fair value in subsequent periods, the valuation technique is calibrated so that at initial recognition the results of the valuation technique equals the transaction price.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

3. 重要會計政策 (續)

此外，就財務呈報目的而言，公平值計量根據公平值計量輸入數據之可觀察程度及輸入數據對公平值計量之整體重要性分類為第一、二或三級，詳情如下：

- 第一級輸入數據乃於計量日實體可得之相同資產或負債在活躍市場之報價（未經調整）；
- 第二級輸入數據乃根據第一級所列報價以外之可直接或間接觀察資產或負債之輸入數據；及
- 第三級輸入數據乃資產或負債之不可觀察輸入數據。

主要會計政策載列如下。

綜合基準

綜合財務報表包括本公司及受本公司及其附屬公司控制的實體之財務報表，本公司於下列情況取得控制權：

- 擁有對被投資方的權力；
- 自參與被投資方業務獲得或有權獲得可變回報；及
- 有能力運用其權力影響其回報。

倘有事實及情況表明上列三項控制權要素其中一項或以上出現變動，本集團重新評估其是否仍控制被投資方。

本集團獲得附屬公司控制權時即對其綜合入賬，而當本集團失去附屬公司控制權時，即不再對其綜合入賬。具體而言，自本集團獲得附屬公司控制權之日計起，年內收購或出售附屬公司之收入及開支將列入綜合損益及其他全面收益表內，直至本集團不再擁有附屬公司控制權之日止。

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The principal accounting policies are set out below.

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

3. 重要會計政策 (續)

綜合基準 (續)

溢利或虧損及其他全面收益之各項均歸屬於本公司擁有人及非控股權益。附屬公司的全面收益總額歸屬於本公司擁有人及非控股權益，即使此舉會導致非控股權益產生虧絀結餘。

當有需要時，附屬公司財務報表將會被作出調整，使其所運用之會計政策與本集團其他成員公司所用者一致。

本集團成員公司之間的與交易有關的所有集團間資產及負債、權益、收入、開支及現金流量於綜合賬目時悉數抵銷。

於附屬公司之非控股權益與本集團的權益獨立呈列，其代表於清盤時賦予其持有人權利按比例分佔相關附屬公司資產淨值的現時擁有權權益。

本集團於現有附屬公司之權益變動

倘本集團失去對附屬公司之控制權，則不再確認該附屬公司之資產及負債以及非控股權益（如有）。收益或虧損於損益確認並按以下兩項之差額計算：(i) 已收代價之公平值與任何保留權益之公平值總和及(ii) 資產（包括商譽）之賬面值與本公司擁有人應佔附屬公司之負債。先前於有關附屬公司之其他全面收益確認之所有金額乃按猶如本集團已直接出售附屬公司之相關資產或負債（即重新分類至損益或轉撥至適用香港財務報告準則所訂明／允許之其他權益類別）入賬。於前附屬公司保留之任何投資於失去控制權當日之公平值根據香港財務報告準則第9號「金融工具」被視為初步確認之公平值供其後會計處理，或（倘適用）於一間聯營公司或合營企業之投資之初步確認成本。

物業、廠房及設備

持有作生產或供應貨品或服務，或作行政用途的物業、廠房及設備乃按成本減後續累積折舊及後續累計減值虧損（如有）後於綜合財務狀況表列賬。

3. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

Basis of consolidation (Continued)

Profit or loss and each item of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with those used by other members of the Group.

All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein, which represent present ownership interests entitling their holders to a proportionate share of net assets of the relevant subsidiaries upon liquidation.

Changes in the Group's ownership interests in existing subsidiaries

When the Group loses control of a subsidiary, the assets and liabilities of that subsidiary and non-controlling interests (if any) are derecognised. A gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary attributable to the owners of the Company. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKFRS 9 "Financial Instruments" or, when applicable, the cost on initial recognition of an investment in a joint venture.

Property, plant and equipment

Property, plant and equipment including buildings, held for use in the production or supply of goods or services, or for administrative purposes, are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

3. 重要會計政策 (續)

物業、廠房及設備 (續)

於租賃土地及樓宇的擁有權權益

倘本集團就物業權益 (包括租賃土地及樓宇部分) 付款時, 則本集團會分別依照各部分擁有權隨附之絕大部分風險及回報是否已轉移至本集團, 評估各部分分類為融資或經營租賃, 除非兩個部分被清楚確定為經營租賃外, 於此情況下, 整項物業入賬列為經營租賃。具體而言, 全部代價 (包括任何一筆過支付的預付款項) 於初步確認時會按土地部分與樓宇部分租賃權益的相關公平值, 按比例於租賃土地與樓宇部分之間分配。

倘未能可靠地於租賃土地及樓宇部分之間分配租賃款項, 則整項物業一般會分類為融資租約 (猶如租賃土地屬於融資租約項下)。

物業、廠房及設備項目乃在減去其估計剩餘價值後, 按其估計可使用年限, 採用直線法按以下年率確認折舊以撇銷其成本:

租賃土地及樓宇	按租期
廠房及機器	20%
金屬管及橋板	20%
吊船工作台之有關設備	10%
汽車	20%
傢俬、裝置及設備	20%

估計可使用年期、剩餘價值及折舊方法於各報告期末檢討, 任何估計變動之影響按預先基準入賬。

物業、廠房及設備項目會在出售或預期繼續使用資產不會帶來未來經濟利益時取消確認。處置或報廢一項物業、廠房及設備項目所產生之任何盈虧乃釐定為銷售所得款項與資產賬面值之差額, 並於損益確認。

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Property, plant and equipment (Continued)

Ownership interests in leasehold land and building

When the Group makes payments for a property interest which includes both leasehold land and building elements, the Group assesses the classification of each element as a finance or an operating lease separately based on the assessment as to whether substantially all the risks and rewards incidental to ownership of each element have been transferred to the Group, unless it is clear that both elements are operating leases in which case the entire property is accounted as an operating lease. Specifically, the entire consideration (including any lump-sum upfront payments) are allocated between the leasehold land and building elements in proportion to the relative fair values of the leasehold interests in the land element and building element at initial recognition.

When the lease payments cannot be allocated reliably between the leasehold land and building elements, the entire property is generally classified as if the leasehold land is under finance lease.

Depreciation is recognised so as to write off the cost of items of property, plant and equipment, less their residual values over their estimated useful lives, using the straight-line method, at the following rates per annum:

Leasehold land and buildings	Over the term of the lease
Plant and machinery	20%
Metal tubes and catwalks	20%
Gondolas' related equipment	10%
Motor vehicles	20%
Furniture, fixtures and equipment	20%

The estimated useful lives, residual values and depreciation method are reviewed at the end of the reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

3. 重要會計政策 (續)

投資物業

投資物業乃持有作賺取租金及／或資本增值用途之物業，包括持作待日後用途之土地，有關土地視為持作資本增值用途。投資物業首次按成本計量，包括任何直接應佔開支。首次確認後，投資物業以公平值模式按公平值計量。本集團於經營租賃項下持有為賺取租金或作資本增值用途之所有物業權益乃分類及入賬列為投資物業，並使用公平值模型計量。投資物業公平值變動產生之盈虧，計入產生期間之損益。

投資物業於出售，或當永久停止使用該投資物業，且預期出售該投資物業不會產生未來經濟利益時終止確認。終止確認物業所產生之任何盈虧按出售所得款項淨額與該資產賬面值間之差額計算，計入終止確認物業期間之損益。

業務合併購得的無形資產

業務合併購得的無形資產與商譽分開確認，並初次按其於收購日的公平值（即其成本）確認。

於初次確認後，於業務合併購得的具無限使用年期的無形資產按成本減任何後續累計減值虧損列賬。

無形資產於出售時或當使用或出售預期不會產生任何日後經濟利益時取消確認。取消確認無形資產產生之盈虧，乃按出售所得款項淨額與資產賬面值之差額計量，並於取消確認資產時於損益確認。

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation, investment properties include land held for undetermined future use, which is regarded as held for capital appreciation purpose. Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at fair values using the fair value model. All the Group's property interests held under operating leases to earn rentals or for capital appreciation purpose are classified and accounted for as investment properties and are measured using the fair value model. Gains or losses arising from changes in the fair value of investment properties are included in profit or loss for the period in which they arise.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognised.

Intangible asset acquired in a business combination

Intangible asset acquired in a business combination is recognised separately from goodwill and is initially recognised at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets acquired in a business combination with indefinite useful lives are carried at cost less any subsequent accumulated impairment losses.

An intangible asset is derecognised on disposal, or when no future economic benefits is expected from use or disposal. Gains and losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

3. 重要會計政策 (續)

於聯營公司及合營公司之權益

聯營公司是指本集團對其有重大影響之實體，重大影響包括參與被投資方財務和經營決策的權力，但不是對該等政策的控制權或共同控制權。

合營公司指一項合營安排，對安排擁有共同控制權之訂約方據此對合營安排之資產淨值擁有權利。共同控制權指按照合約協定對一項安排所共有之控制權，僅在相關活動必須獲得共同享有控制權之各方一致同意方能決定時存在。

聯營公司及合營公司之業績、資產及負債乃以會計權益法納入於綜合財務報表內。以權益會計法處理的聯營公司及合營公司財務報表乃按與本集團就於類似情況下的交易及事件所採用者相同的會計政策編製。根據權益法，於聯營公司或合營公司之所有投資乃按成本於綜合財務狀況表中初步確認，其後進行調整以確認本集團分佔該聯營公司或合營公司之損益及其他全面收益。當本集團分佔某聯營公司之虧損超出本集團於該聯營公司或合營公司之權益（其包括任何長期權益，而該長期權益實質上構成本集團於該聯營公司之投資淨額之一部分），則本集團不再繼續確認其分佔之進一步虧損。額外虧損會予以確認，惟僅以本集團已招致之法定或推定責任或代表該聯營公司或合營公司支付之款項為限。

於被投資方成為一間聯營公司或合營公司當日，對一間聯營公司或合營公司之投資採用權益法入賬。於收購一間聯營公司或合營公司之投資時，投資成本超過本集團分佔該被投資方可識別資產及負債公平淨值之任何差額確認為商譽，並計入投資之賬面值。本集團所佔可識別資產及負債於重新評估後之公平淨值與投資成本之任何差額，會於收購投資期間即時於損益確認。

3. SIGNIFICANT ACCOUNTING POLICIES
(CONTINUED)

Interests in associates and a joint venture

An associate is an entity in which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over these policies.

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. A joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The results and assets and liabilities of associates and a joint venture are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of associates and the joint venture used for equity accounting purpose are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, all investments in associates or the joint venture are initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of associates or the joint venture. When the Group's share of losses of an associate exceeds the Group's interest in that associate or the joint venture (which includes any long-term interest that, in substance, forms part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. An additional loss is recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of that associate or joint venture.

An investment in an associate or a joint venture is accounted for using the equity method from the date on which the investee becomes an associate or a joint venture. On acquisition of the investment in an associate or a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

3. 重要會計政策 (續)

於聯營公司及合營公司之權益 (續)

本集團評估是否有客觀證據顯示於一間聯營公司或合營企業的權益可能減值。倘存在任何客觀證據，投資（包括商譽）的全部賬面值將根據香港會計準則第36號作為單一資產進行減值測試，方法為將其可收回金額（以使用價值與公平值減去出售成本的較高者為準）與其賬面值作比較。已確認的任何減值虧損構成該投資賬面值的一部分。減值虧損的任何撥回根據香港會計準則第36號確認，惟以該投資其後所增加的可收回金額為限。

當本集團保留於前聯營公司或合營公司之權益，且保留權益為香港財務報告準則第9號範圍內之金融資產時，本集團於該日按公平值計量保留權益，而公平值則被視為其初次確認時之公平值。聯營公司或合營公司於終止使用權益法當日之賬面值與任何保留權益之公平值及任何自出售聯營公司相關權益之所得款項之差額計入釐定出售該聯營公司或合營公司之收益或虧損。此外，本集團就先前於其他全面收益所確認與該聯營公司或合營企業相關之所有金額的入賬基準與該聯營公司或合營企業直接出售相關資產或負債時須依據之入賬基準相同。因此，倘聯營公司或合營公司先前於其他全面收益確認之收益或虧損重新分類至出售相關資產或負債之損益，則本集團於終止使用權益法時將收益或虧損由權益重新分類至損益（列作重新分類調整）。

當本集團減少其於聯營公司或合營公司之擁有權益，惟本集團繼續使用權益法時，而倘該收益或虧損將於出售相關資產或負債時重新分類至損益之情況下，本集團會將先前就減少擁有權益於其他全面收益中確認之收益或虧損之部份重新分類至損益。

當一集團實體與本集團之聯營公司或合營公司進行交易，與該聯營公司或合營公司進行交易產生之損益於本集團之綜合財務報表確認，惟僅以與本集團無關之聯營公司權益為限。

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Interests in associates and a joint venture (Continued)

The Group assesses whether there is an objective evidence that the interest in an associate or a joint venture may be impaired. When any objective evidence exists, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

When the Group retains an interest in the former associate or a joint venture and the retained interest is a financial asset within the scope of HKFRS 9, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition. The difference between the carrying amount of the associate or joint venture at the date the equity method was discontinued, and the fair value of any retained interest and any proceeds from disposing the relevant interest in the associate is included in the determination of the gain or loss on disposal of that associate or joint venture. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate or joint venture on the same basis as would be required if that associate or joint venture had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate or joint venture would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when the equity method is discontinued.

When the Group reduces its ownership interest in an associate or a joint venture but the Group continues to use the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

When a group entity transacts with an associate or a joint venture of the Group, profits and losses resulting from the transactions with that associate or joint venture are recognised in the Group's consolidated financial statements only to the extent of interests in the associate that are not related to the Group.

3. 重要會計政策 (續)**存貨**

存貨乃按成本及可變現淨值兩者中之較低者入賬。成本乃按先入先出方法計算。

可變現淨值乃一般業務過程中之估計售價減估計完成成本及達成銷售必要之估計成本。

金融工具

金融資產及金融負債於集團實體成為該工具合約條文的訂約方時確認。所有按常規方法買賣之金融資產均按交易日基準確認及終止確認。按常規方法買賣指須根據市場規則或慣例確立之時間框架內交付資產之金融資產買賣。

該等金融資產及金融負債初步按公平值計量，自客戶合約產生的應收賬款根據香港財務報告準則第15號進行初步計量除外。收購或發行金融資產及金融負債（按公平值計入損益之金融資產或金融負債除外）直接應佔之交易成本於初步確認時加入金融資產或金融負債之公平值或從中扣除（如適用）。收購按公平值計入損益之金融資產或金融負債直接應佔之交易成本即時於損益確認。

實際利息法

實際利息法乃計算金融資產或金融負債的攤銷成本及分配有關期間利息收入及利息開支的方法。實際利率為於初步確認時透過金融資產或金融負債的預計年期或（如適用）較短期間將估計未來現金收支（包括已付或已收構成實際利率整體部分的所有費用及點數、交易成本及其他溢價或折價）準確貼現至賬面淨值的利率。

本集團日常業務過程中產生的利息呈列為收益。

**3. SIGNIFICANT ACCOUNTING POLICIES
(CONTINUED)****Inventories**

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the first-in, first-out method.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instruments. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest which are derived from the Group's ordinary course of business are presented as revenue.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

3. 重要會計政策 (續)

金融工具 (續)

金融資產

金融資產的分類及後續計量

符合下列條件之金融資產其後按攤銷成本計量：

- 以收取合約現金流量為目的而於業務模式下持有之金融資產；及
- 合約條款令於特定日期產生之現金流量純粹為支付本金及未償還本金之利息。

符合以下條件之金融資產其後按公平值計入其他全面收益計量：

- 同時以出售及收取合約現金流量為目的而於業務模式下持有之金融資產；及
- 合約條款令於特定日期產生之現金流量純粹為支付本金及未償還本金之利息。

所有其他金融資產其後按公平值計入損益計量，惟於初步確認金融資產時，倘股本投資並非持作買賣，亦非收購方在香港財務報告準則第3號業務合併所適用之業務合併中確認之或然代價，則本集團可不可撤銷地選擇於其他全面收益呈列該股本投資之其後公平值變動。

下列情況下金融資產乃歸類為持作買賣：

- 所收購之金融資產主要用於在不遠將來銷售；或
- 於初步確認時屬本集團所合併管理之已識別金融工具組合之一部分，且近期出現實際短期獲利模式；或
- 該金融資產為衍生工具，但非指定為有效對沖工具。

此外，倘可撤減或顯著減少會計錯配，本集團可不可撤銷地將須按攤銷成本或按公平值計入其他全面收益計量的金融資產指定為按公平值計入損益計量。

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

Financial assets

Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets that meet the following conditions are subsequently measured at FVTOCI:

- the financial asset is held within a business model whose objective is achieved by both selling and collecting contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at FVTPL, except that at initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in OCI if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 *Business Combinations* applies.

Financial asset is held for trading if:

- It has been acquired principally for the purpose of selling in the near term; or
- On initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- It is a derivative that is not designated and effective as hedging instrument.

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortised cost or FVTOCI as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

3. 重要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產的分類及後續計量 (續)

(i) 攤銷成本及利息收入

就其後按攤銷成本計量的金融資產而言，利息收入使用實際利息法確認。通過對金融資產（其後發生信貸減值的金融資產除外）賬面總值應用實際利率，計算利息收入。就其後出現信貸減值的金融資產而言，利息收入自下個報告期間起透過對該金融資產攤銷成本應用實際利率確認。倘出現信貸減值的金融工具信貸風險有所改善，以致該金融資產不再出現信貸減值，則從釐定該資產不再出現信貸減值之後的報告期間開始，通過對該金融資產賬面總值應用實際利率，確認利息收入。

(ii) 指定為按公平值計入其他全面收益之權益工具

按公平值計入其他全面收益之權益工具的投資其後按公平值計量，其公平值變動產生的收益及虧損於其他全面收益確認及於按公平值計入其他全面收益之儲備累計，且毋須作減值評估。累計收益或虧損於出售股本投資時將不重新分類至損益，並將轉撥至累計虧損。

當本集團確立收取股息的權利時，該等權益工具投資的股息於損益中確認，除非股息明確代表收回部分投資成本。股息計入損益表中「其他收入」項目內。

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

(i) Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired. For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit-impaired.

(ii) Equity instruments designated as at FVTOCI

Investments in equity instruments at FVTOCI are subsequently measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the FVTOCI reserve; and are not subject to impairment assessment. The cumulative gain or loss will not be reclassified to profit or loss on disposal of the equity investments, and will be transferred to accumulated losses.

Dividends from these investments in equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established, unless the dividends clearly represent a recovery of part of the cost of the investment. Dividends are included in the "other income" line item in profit or loss.

3. 重要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產的分類及後續計量 (續)

(iii) 按公平值計入損益的金融資產

不符合按攤銷成本或按公平值計入其他全面收益或指定為按公平值計入其他全面收益計量標準的金融資產按公平值計入損益計量。

按公平值計入損益的金融資產在各報告期末按公平值計量，任何公平值收益或虧損計入損益。於損益確認的收益或虧損淨額包括該金融資產所賺取的任何股息或利息，並計入「其他收益及（虧損）」項目。

根據香港財務報告準則第9號須進行減值評估之金融資產減值

本集團按照預期信貸虧損（「預期信貸虧損」）模型對根據香港財務報告準則第9號就發生減值之金融資產（包括應收貸款及利息、應收賬款、合約資產、其他應收款項及銀行結餘）進行減值評估。預期信貸虧損金額於各報告日期更新，以反映自初步確認以來信貸風險之變動。

全期預期信貸虧損指於相關工具之預計年內所有可能發生之違約事件而導致之預期信貸虧損。相反，12個月（「12個月」）預期信貸虧損則指預期於報告日期後12個月內可能發生之違約事件而導致之全期預期信貸虧損部分。評估乃根據本集團之歷史信貸虧損經驗進行，並根據債務人特有之因素、一般經濟狀況以及對報告日期當前狀況之評估以及對未來狀況之預測作出調整。

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

(iii) Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI or designated as FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss includes any dividend or interest earned on the financial asset and is included in the “other gains and (losses)” line item.

Impairment of financial assets subject to impairment assessment under HKFRS 9

The Group performs impairment assessment under expected credit losses (“ECL”) model on financial assets which are subject to impairment under HKFRS 9 including loan and interest receivables, trade receivables, contract assets, other receivables and bank balances. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month (“12m”) ECL represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment are done based on the Group’s historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

3. 重要會計政策 (續)

金融工具 (續)

金融資產 (續)

根據香港財務報告準則第9號須進行減值評估之金融資產減值 (續)

本集團始終就應收賬款及合約資產確認全期預期信貸虧損。

就所有其他工具而言，本集團計量之虧損撥備等於12個月預期信貸虧損，惟倘信貸風險自初步確認後顯著增加，則本集團會確認全期預期信貸虧損。應否確認全期預期信貸虧損之評估乃基於自初步確認以來發生違約之機率或風險顯著增加而作出。

(i) 信貸風險顯著增加

於評估信貸風險自初步確認以來是否顯著增加時，本集團將於報告日期金融工具發生違約之風險與初步確認日期金融工具發生違約之風險進行比較。於進行該評估時，本集團會考慮合理有據之定量及定性資料，包括過往經驗以及無需過多成本或精力投入即可獲得之前瞻性資料。

尤其是，於評估信貸風險是否顯著增加時會考慮下列資料：

- 金融工具之外部（如可取得）或內部信貸評級實際或預期顯著惡化；
- 信貸風險之外部市場指標顯著惡化，如債務人的信貸息差、信用違約掉期價格顯著上升；
- 預期將導致債務人履行其債務責任之能力大幅下降之業務、財務或經濟狀況現時或預測出現不利變動；
- 債務人經營業績實際或預期顯著惡化；
- 導致債務人履行債務責任之能力大幅下降之債務人監管、經濟或技術環境之實際或預期重大不利變動。

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets subject to impairment assessment under HKFRS 9 (Continued)

The Group always recognises lifetime ECL for trade receivables and contract assets.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

(i) Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

3. 重要會計政策 (續)

金融工具 (續)

金融資產 (續)

根據香港財務報告準則第9號須進行減值評估之金融資產減值 (續)

(i) 信貸風險顯著增加 (續)

不論上述評估之結果如何，本集團假定當合約付款根據合約條款已逾期時，信貸風險自初步確認以來顯著增加，惟本集團擁有合理有據的資料證明情況並非如此，則作別論。

本集團定期監察用作識別信貸風險是否顯著增加的標準之有效性，並作出適當修訂，確保有關標準能夠於款項逾期前識別信貸風險的顯著增加。

(ii) 違約的定義

就內部信貸風險管理而言，本集團認為，當內部開發或從外部來源獲得之資料表明債務人不可能全額償還其債權人（包括本集團）時（不計及本集團持有之任何抵押品），則發生違約事件。

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets subject to impairment assessment under HKFRS 9 (Continued)

(i) Significant increase in credit risk (Continued)

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are past due based on the contractual terms, unless the Group has reasonable and supportable information that demonstrates otherwise.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

(ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

3. 重要會計政策 (續)

金融工具 (續)

金融資產 (續)

根據香港財務報告準則第9號須進行減值評估之金融資產減值 (續)

(iii) 已發生信貸減值之金融資產

當發生一項或多項對金融資產估計未來現金流量有不利影響的事件時，金融資產出現信貸減值。金融資產信貸減值的證據包括有關以下事件的可觀察數據：

- (a) 發行人或借款人出現重大財務困難；
- (b) 違反合約，如違約或逾期事件；
- (c) 借款人的貸款人，因借款人財務困難相關之經濟或合約理由而向借款人提供優惠（在其他情況下貸款人不予考慮）；
- (d) 借款人很可能面臨破產或其他財務重組；或
- (e) 因為出現財務困難而導致該金融資產失去活躍市場。

(iv) 撇銷政策

本集團於有資料顯示交易方處於嚴重財政困難且無實際復甦前景時撇銷金融資產。於計及適用法律意見的情況下，已撇銷金融資產可能仍然受限於根據本集團的收回程序進行的強制執行工作。撇銷乃構成終止確認事件。任何後續收回款項將於損益確認。

3. SIGNIFICANT ACCOUNTING POLICIES
(CONTINUED)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets subject to impairment assessment under HKFRS 9 (Continued)

(iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events of default that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event;
- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- (e) the disappearance of an active market for that financial asset because of financial difficulties.

(iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

3. 重要會計政策 (續)

金融工具 (續)

金融資產 (續)

根據香港財務報告準則第9號須進行減值評估之金融資產減值 (續)

(v) 預期信貸虧損之計量及確認

預期信貸虧損之計量為違約概率、違約損失率 (即存在違約時的損失程度) 及違約風險之函數。違約概率及違約損失率乃基於根據前瞻性資料調整的歷史數據評估。預期信貸虧損的估計反映無偏頗及概率加權的數額，其乃根據加權的相應違約風險釐定。

一般而言，預期信貸虧損為根據合約應付本集團之所有合約現金流量與本集團預期收取之現金流量之間之差額，按初步確認時釐定之實際利率貼現。

倘預期信貸虧損按集體基準計量或針對個別工具水平證據未必存在的情況，則金融工具按下列基準歸類：

- 金融工具的性質 (即本集團應收賬款及合約資產各自被評為獨立組別。應收貸款及利息、其他應收款項及銀行結餘就預期信貸虧損進行個別評估)；
- 逾期狀況；
- 債務人的性質、規模及行業；及
- 外部信貸評級 (倘有)。

歸類工作經管理層定期檢討，以確保各組別的組成持續具有類似信貸風險特性。

利息收入按金融資產的賬面總值計算，除非該金融資產信貸減值，則利息收入按金融資產的攤銷成本計算。

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets subject to impairment assessment under HKFRS 9 (Continued)

(v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

Where ECL is measured on a collective basis or cater for cases where evidence at individual instrument level may not yet be available, the financial instruments are grouped on the following basis:

- Nature of financial instruments (i.e. the Group's trade receivables, and contract assets are each assessed as a separate group). Loan and interest receivables, other receivables and bank balances are assessed for expected credit losses on an individual basis);
- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on amortised cost of the financial asset.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

3. 重要會計政策 (續)

金融工具 (續)

金融資產 (續)

終止確認金融資產

當從資產收取現金流量的合約權利屆滿或本集團將金融資產及資產擁有權的絕大部分風險及回報轉讓予另一實體時，方會終止確認金融資產。倘本集團並未轉移亦未保留擁有權的絕大部分風險及回報，並繼續控制已轉移資產，則本集團確認其於資產的保留權益及其可能須支付的相關負債。倘本集團保留已轉移金融資產的擁有權的絕大部分風險及回報，本集團繼續確認該金融資產及亦確認已收所得款項的已抵押借款。

於終止確認按攤銷成本計量的金融資產時，資產賬面值與已收取及應收代價總和間的差額乃於損益確認。

終止確認本集團於初步確認時選擇按公平值計入其他全面收益計量的權益工具投資時，先前於投資重估儲備累計之累計收益或虧損不會重新分類至損益，惟會轉撥至累計虧損。

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

Financial assets (Continued)

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

On derecognition of an investment in equity instrument which the Group has elected on initial recognition to measure at FVTOCI, the cumulative gain or loss previously accumulated in the investments revaluation reserve is not reclassified to profit or loss, but is transferred to accumulated losses.

3. 重要會計政策 (續)

金融工具 (續)

金融負債及權益

分類為債務或權益

集團實體發行的債務及權益工具根據所訂立的合約安排的實質內容以及金融負債及權益工具的定義而分類為金融負債或權益。

權益工具

權益工具指能證明集團在減除其所有負債後的資產中的餘剩權益的任何合約。本公司發行之權益工具按已收所得款項，扣除直接發行成本予以確認。

金融負債

所有金融負債其後採用實際利息法按攤銷成本計量。

按攤銷成本計量之金融負債

金融負債(包括應付賬款及其他應付款項、應付保固金款項、銀行借貸、其他貸款及其他借貸以及銀行透支)其後使用實際利息法按攤銷成本計量。

終止確認金融負債

本集團於且僅於本集團責任獲解除、註銷或屆滿時，方會終止確認金融負債。獲終止確認的金融負債的眼面值與已付及應付代價間的差額於損益中確認。

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

Financial liabilities and equity

Classification as debt or equity

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the group after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received net of direct issue costs.

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method.

Financial liabilities at amortised cost

Financial liabilities (including trade and other payables, retention monies payables, bank borrowings, other loan and other borrowings and bank overdrafts) are subsequently measured at amortised cost, using the effective interest method.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

3. 重要會計政策 (續)

金融工具 (續)

金融負債及權益 (續)

修改金融負債

除因利率基準改革 (本集團應用實際權宜法) 而導致釐定合約現金流基準之變動外, 當金融負債的合約條款被修改時, 本集團會考慮所有相關因素及情況 (包括定性因素), 評估經修改的條款是否導致對原有條款有重大修改。倘定性評估並無定論, 則倘根據新條款的現金流量 (包括任何已付費用扣除任何已收費用, 並使用原實際利率貼現) 的貼現現值與原金融負債剩餘現金流量的貼現現值相差至少10%, 則本集團認為該等條款有重大差異。因此, 有關條款的修改作為清償入賬, 而所產生的任何成本或費用被確認為清償時損益的一部分。當有關差異少於10%時, 交換或修改被視為不重大修改。

就不會導致金融負債終止確認的不重大修改而言, 相關金融負債的賬面值將會按金融負債的原有實際利率貼現的經修改合約現金流量的現值計算。產生的交易成本或費用已調整至經修改金融負債的賬面值, 並於餘下年期予以攤銷。金融負債賬面值的任何調整於修改日期在損益確認。

3. SIGNIFICANT ACCOUNTING POLICIES
(CONTINUED)

Financial instruments (Continued)

Financial liabilities and equity (Continued)

Modification of financial liabilities

Except for changes in the basis for determining the contractual cash flows as a result of interest rate benchmark reform in which the Group applies the practical expedient, when the contractual terms of a financial liability are modified, the Group assess whether the revised terms result in a substantial modification from original terms taking into account all relevant facts and circumstances including qualitative factors. If qualitative assessment is not conclusive, the Group considers that the terms are substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received, and discounted using the original effective interest rate, is at least 10 per cent different from the discounted present value of the remaining cash flows of the original financial liability. Accordingly, such modification of terms is accounted for as an extinguishment, any costs or fees incurred are recognised as part of the gain or loss on the extinguishment. The exchange or modification is considered as non-substantial modification when such difference is less than 10 per cent.

For non-substantial modifications of financial liabilities that do not result in derecognition, the carrying amount of the relevant financial liabilities will be calculated at the present value of the modified contractual cash flows discounted at the financial liabilities' original effective interest rate. Transaction costs or fees incurred are adjusted to the carrying amount of the modified financial liabilities and are amortised over the remaining term. Any adjustment to the carrying amount of the financial liability is recognised in profit or loss at the date of modification.

3. 重要會計政策 (續)

租賃

租賃之定義

倘某合約賦予為換取代價而在一段時間內控制可識別資產之使用之權利，該合約屬租約或包含租約。

就於首次應用日期或之後訂立或修改或因業務合併而產生之合約而言，本集團根據香港財務報告準則第16號之定義於初始、修改日期或收購日期（如適用）評估該合約是否屬租約或包含租約。除非合約條款及條件其後出現變動，否則有關合約將不予重新評估。

本集團作為承租人

將代價分配至合約不同組成部分

就含有租賃部分以及一項或多項額外租賃或非租賃部分之合約而言，本集團根據租賃部分之相對獨立價格及非租賃部分之總計獨立價格，將合約代價分配至各租賃部分，包括收購包含租賃土地及非租賃樓宇部分在內的物業所有權權益的合約（除該分配不能可靠進行外）。

本集團亦採用了不將非租賃組成部分從租賃組成部分分拆出來之可行權宜方法，而是將租賃組成部分及任何相關非租賃組成部分作為一項單一租賃組成部分入賬。

短期租約

本集團對租期自開始日期起為12個月或以內及並無包含購買選擇權之若干診所租約，應用短期租約確認豁免。短期租約之租賃付款按直線法基準於租期內確認為開支。

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Leases

Definition of a lease

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

For contracts entered into or modified or arising from business combinations on or after the date of initial application, the Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 at inception, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

The Group as a lessee

Allocation of consideration to components of a contract

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components, including contract for acquisition of ownership interests of a property which includes both leasehold land and non-lease building components, unless such allocation cannot be made reliably.

The Group also applies practical expedient not to separate non-lease components from lease component, and instead account for the lease component and any associated non-lease components as a single lease component.

Short-term leases

The Group applies the short-term lease recognition exemption to leases of some clinics that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. Lease payments on short-term leases are recognised as expense on a straight-line basis over the lease term.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

3. 重要會計政策 (續)

租賃 (續)

本集團作為承租人 (續)

使用權資產

使用權資產之成本包括：

- 初步計量之租賃負債金額；
- 於開始日期或之前作出之任何租賃付款，減任何已收租賃激勵；
- 本集團產生之任何初始直接成本；及
- 本集團於拆除及移除相關資產、還原相關資產所在場地或將相關資產復原至租約條款及條件所規定狀況而產生之估計成本。

使用權資產按成本減去任何累計折舊及減值虧損計量，並就租賃負債的任何計量作出調整。

就本集團於租期結束時合理確定獲取相關租賃資產所有權之使用權資產，自開始日期起至可使用年期結束期間計提折舊。在其他情況下，使用權資產按直線法於其估計可使用年期及租期（以較短者為準）內折舊。

本集團於綜合財務狀況表將使用權資產呈列為單獨項目。

可退回租賃按金

已支付之可退回租賃按金乃根據香港財務報告準則第9號入賬，並按公平值初步計量。於初步確認時之公平值調整視作額外租賃付款，並計入使用權資產之成本。

3. SIGNIFICANT ACCOUNTING POLICIES
(CONTINUED)

Leases (Continued)

The Group as a lessee (Continued)

Right-of-use assets

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any measurement at lease liabilities.

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

The Group presents right-of-use assets as a separate line item on the consolidated statement of financial position.

Refundable rental deposits

Refundable rental deposits paid are accounted under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

3. 重要會計政策 (續)

租賃 (續)

本集團作為承租人 (續)

租賃負債

於租約開始日期，本集團按該日未付之租賃付款現值確認及計量租賃負債。於計算租賃付款現值時，倘租賃中所隱含之利率不易確定，則本集團使用於租約開始日期之增量借貸利率計算。

租賃付款包括：

- 固定付款 (包括實質性之固定付款) 減任何應收租賃激勵；
- 可變租賃付款，其取決於指數或利率，初步計量時使用開始日期之指數或利率；
- 本集團在剩餘價值擔保項下預期應付之金額；
- 購買選擇權之行使價 (倘本集團合理確定將行使該選擇權)；及
- 終止租約之罰金付款 (倘租期反映本集團行使終止租約之選擇權)。

於開始日期後，租賃負債按累計利息及租賃付款作出調整。

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Leases (Continued)

The Group as a lessee (Continued)

Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease payments include:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable by the Group under residual value guarantees;
- the exercise price of a purchase option if the Group is reasonably certain to exercise the option; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising an option to terminate the lease.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

3. 重要會計政策 (續)

租賃 (續)

本集團作為承租人 (續)

租賃負債 (續)

當以下情況發生，本集團會重新計量租賃負債（並對相關使用權資產作出相應調整）：

- 租期有所變動或行使購買選擇權之評估發生變化，在此情況下，相關租賃負債透過使用於重新評估日期之經修訂貼現率來貼現經修訂租賃付款而重新計量。
- 經過市場租金檢討後，租賃付款因市場租金率／有擔保剩餘價值下預期付款變動而發生變化，在此情況下，相關租賃負債透過按初始貼現率來貼現經修訂租賃付款而重新計量。

本集團於綜合財務狀況表內將租賃負債呈列為單獨項目。

租約修改

除本集團應用可行權宜方法之2019冠狀病毒病相關租金減免外，倘出現以下情況，本集團將租約修改作為一項單獨之租約入賬：

- 通過新增使用一項或多項相關資產之權利，該項修改擴大了租約範圍；及
- 租約之代價增加，增加之金額幅度相當於範圍擴大所對應之單獨價格，加上為反映特定合約之實際情況而對單獨價格進行之任何適當調整。

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Leases (Continued)

The Group as a lessee (Continued)

Lease liabilities (Continued)

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.
- the lease payments change due to changes in market rental rates following a market rent review/expected payment under a guaranteed residual value, in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.

Lease modifications

Except for Covid-19-related rent concessions in which the Group applied the practical expedient, the Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

3. 重要會計政策 (續)

租賃 (續)

本集團作為承租人 (續)

租約修改 (續)

就並不以單獨租約入賬之租約修改而言，本集團透過使用於修改生效日期之經修訂貼現率來貼現經修訂之租賃付款，根據經修改租約之租期重新計量租賃負債。

本集團通過對相關使用權資產進行相應調整，以對租賃負債重新計量入賬。當經修改合約包含租賃組成部分以及一項或多項額外租賃或非租賃組成部分時，本集團會根據租賃組成部分之相對獨立價格及非租賃組成部分之總計獨立價格，將經修改合約之代價分配至各租賃組成部分。

2019冠狀病毒病相關租金減免

就因2019冠狀病毒病疫情直接產生的租金減免而言，倘符合以下所有條件，本集團已選擇應用可行權宜方法不評估有關變動是否屬租賃修訂：

- 租賃付款的變動使租賃代價有所修改，而經修改的代價與緊接變動前租賃代價大致相同，或少於緊接變動前的租賃代價；
- 租賃付款的任何減少僅影響原到期日為二零二二年六月三十日或之前的付款；及
- 租賃的其他條款及條件並無實質變動。

應用可行權宜方法將租金減免導致的租賃付款變動入賬的承租人將以同一方式將應用香港財務報告準則第16號的變動入賬（倘變動並非租賃修訂）。租賃付款的寬免或豁免作為可變租賃付款入賬。相關租賃負債經調整以反映寬免或豁免的金額，並於該事件發生期間於損益確認相應調整。

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Leases (Continued)

The Group as a lessee (Continued)

Lease modifications (Continued)

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group accounts for the remeasurement of lease liabilities by making corresponding adjustments to the relevant right-of-use asset. When the modified contract contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the modified contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

Covid-19-related rent concessions

In relation to rent concessions that occurred as a direct consequence of the Covid-19 pandemic, the Group has elected to apply the practical expedient not to assess whether the change is a lease modification if all of the following conditions are met:

- the change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change;
- any reduction in lease payments affects only payments originally due on or before 30 June 2022; and
- there is no substantive change to other terms and conditions of the lease.

A lessee applying the practical expedient accounts for changes in lease payments resulting from rent concessions the same way it would account for the changes applying HKFRS 16 if the changes are not a lease modification. Forgiveness or waiver of lease payments are accounted for as variable lease payments. The related lease liabilities are adjusted to reflect the amounts forgiven or waived with a corresponding adjustment recognised in the profit or loss in the period in which the event occurs.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

3. 重要會計政策 (續)

租賃 (續)

本集團作為出租人

租賃分類及計量

本集團為出租人的租賃分類為融資或經營租賃。倘租賃的條款將相關資產所有權所產生絕大多數風險及回報轉讓予承租人，則合約分類為融資租約。所有其他租賃均分類為經營租賃。

經營租賃的租金收入在相關租賃期限內按照直線法於損益確認。磋商及安排經營租賃時產生的初始直接成本計入租賃資產的賬面值，有關成本於租賃期內按直線法確認為開支，惟按公平值模式計量的投資物業除外。

將代價分配至合約不同組成部分

當合約包括租賃及非租賃組成部分時，本集團應用香港財務報告準則第15號將合約的代價分配至租賃及非租賃組成部分。非租賃組成部分根據其相對獨立售價而與租賃組成部分單獨呈列。

可退回租賃按金

已收取可退回租賃按金根據香港財務報告準則第9號入賬，並初步按公平值計量。於首次確認時對公平值作出的調整被視為來自承租人的額外租賃付款。

租賃修訂

本集團自修訂生效日期起將經營租賃修訂作為新租賃入賬，並將有關原租賃的任何預付或應計租賃付款視為新租賃的租賃付款一部分。

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Leases (Continued)

The Group as a lessor

Classification and measurement of leases

Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset, and such costs are recognised as an expense on a straight-line basis over the lease term except for investment properties measured under fair value model.

Allocation of consideration to components of a contract

When a contract includes both leases and non-lease components, the Group applies HKFRS 15 to allocate consideration in a contract to lease and non-lease components. Non-lease components are separated from lease component on the basis of their relative stand-alone selling prices.

Refundable rental deposits

Refundable rental deposits received are accounted for under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments from lessees.

Lease modifications

The Group accounts for a modification to an operating lease as a new lease from the effective date of the modification, considering any prepaid or accrued lease payments relating to the original lease as part of the lease payments for the new lease.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

3. 重要會計政策 (續)

租賃 (續)

銷售及回租交易

本集團應用香港財務報告準則第15號的規定以評估銷售及回租交易是否構成本集團的銷售。

本集團作為賣方承租人

就符合銷售規定的轉讓而言，本集團作為賣方承租人按該資產先前賬面值比例計量由回租產生的使用權資產並僅就轉讓予購買出租人的權利涉及的任何盈虧予以確認。

外幣

編製各集團實體之個別財務報表時，以該實體之功能貨幣以外貨幣（外幣）進行之交易，按交易日期當時之匯率確認。於報告期末，以外幣列值之貨幣項目以當日匯率重新換算。以外幣列值按過往成本計量之非貨幣項目不予重新換算。

結算貨幣項目及貨幣項目合理化產生之匯兌差額，於產生期間在損益確認。

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Leases (Continued)

Sale and leaseback transactions

The Group applies the requirements of HKFRS 15 to assess whether sale and leaseback transaction constitutes a sale by the Group.

The Group as a seller-lessee

For a transfer that satisfies the requirements as a sale, the Group as a seller-lessee measures the right-of-use asset arising from the leaseback at the proportion of the previous carrying amount of the asset and recognises any gain or loss that relates to the rights transferred to the buyer-lessor only.

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured at historical costs in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the rationalisation of monetary items, are recognised in profit or loss in the period they arise.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

3. 重要會計政策 (續)

來自客戶合約之收益

本集團於(或隨著)履行履約責任時(即與特定履約責任相關之貨品或服務之「控制權」轉移予客戶時)確認收益。

履約責任指特定的貨品或服務(或一組貨品或服務)或大致相同的一系列特定的貨品或服務。

倘符合以下其中一項標準,則控制權隨時間轉移,而收益則參照完全履行相關履約責任之進展情況而隨時間確認:

- 於本集團履約時,客戶同時取得並耗用本集團履約所提供之利益;
- 本集團之履約產生及提升資產,而該項資產於本集團履約時由客戶控制;或
- 本集團之履約並無產生讓本集團有替代用途之資產,且本集團對迄今已完成履約之付款具有可強制執行權利。

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Revenue from contracts with customers

The Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when “control” of the goods or services underlying the particular performance obligation is transferred to the customer.

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group’s performance as the Group performs;
- the Group’s performance creates and enhances an asset that the customer controls as the Group performs; or
- the Group’s performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

3. 重要會計政策 (續)

來自客戶合約之收益 (續)

否則，收益於客戶獲得不同貨品或服務控制權之時間點確認。

合約資產指本集團就換取本集團已向客戶轉讓之貨品或服務而收取代價之權利（尚未成為無條件），根據香港財務報告準則第9號評估減值。相反，應收款項指本集團收取代價之無條件權利，即代價到期付款前僅需時間推移。

合約負債指本集團因已向客戶收取代價（或到期代價金額）而須向客戶轉讓貨品或服務之責任。

與同一合約有關的合約資產及合約負債按淨額基準入賬及呈列。

隨時間確認收益：計量完全履行履約責任的進展情況

產量法

完成履約責任的進度按產量法計量，即根據直接計量迄今已轉移予客戶之貨物或服務與合約項下承諾提供的餘下貨物或服務價值相比較以確認收入，此最能反映本集團於轉移貨物或服務的控制權的履約情況。

投入法

完全完成履約責任的進度乃根據投入法計量，即根據本集團為完成履約責任的付出或投入與完成有關履約責任的總預期投入相比以確認收益，該方法最能反映本集團於轉移商品或服務控制權方面的履約情況。

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Revenue from contracts with customers (Continued)

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

A contract asset represents the Group's right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with HKFRS 9. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

A contract asset and a contract liability relating to the same contract are accounted for and presented on a net basis.

Over time revenue recognition: measurement of progress towards complete satisfaction of a performance obligation

Output method

The progress towards complete satisfaction of a performance obligation is measured based on output method, which is to recognise revenue on the basis of direct measurements of the value of the goods or services transferred to the customer to date relative to the remaining goods or services promised under the contract, that best depict the Group's performance in transferring control of goods or services.

Input method

The progress towards complete satisfaction of a performance obligation is measured based on input method, which is to recognise revenue on the basis of the Group's efforts or inputs to the satisfaction of a performance obligation relative to the total expected inputs to the satisfaction of that performance obligation, that best depict the Group's performance in transferring control of goods or services.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

3. 重要會計政策 (續)

來自客戶合約之收益 (續)

可變代價

就包含可變代價之合約而言，本集團使用以下其中一種方法估計其將有權收取之代價金額：(a) 預期價值法或 (b) 最有可能之金額（視乎何種方法更能預測本集團將有權收取之代價金額而定）。

僅當與可變代價相關的不確定性於其後消除，致使有關金額計入很大可能不會導致日後出現重大收益撥回時，可變代價的估計金額方會計入交易價格。

於各報告期末，本集團更新估計交易價格（包括更新其對可變代價估計是否受限的評估），以真實反映報告期末存在的情況及報告期內的情況變動。

借貸成本

收購、建造或生產合資格資產（必需經很長一段時間才可供用作擬定用途或出售之資產）直接應佔之借貸成本計入該等資產之成本，直至資產大致可供用作擬定用途或出售時。所有其他借貸成本乃於產生時於期內之綜合損益確認。

政府補助

在合理保證本集團會遵守政府補助的附帶條件以及將會得到補助後，政府補助方予以確認。

政府補助乃於本集團確認補助擬補償的相關成本為開支期間，按系統基準於損益內確認。

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Revenue from contracts with customers (Continued)

Variable consideration

For contracts that contain variable consideration, the Group estimates the amount of consideration to which it will be entitled using either (a) the expected value method or (b) the most likely amount, depending on which method better predicts the amount of consideration to which the Group will be entitled.

The estimated amount of variable consideration is included in the transaction price only to the extent that it is highly probable that such an inclusion will not result in a significant revenue reversal in the future when the uncertainty associated with the variable consideration is subsequently resolved.

At the end of each reporting period, the Group updates the estimated transaction price (including updating its assessment of whether an estimate of variable consideration is constrained) to represent faithfully the circumstances present at the end of the reporting periods and the changes in circumstances during the reporting periods.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised in the consolidated profit or loss in the period they incurred.

Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognizes as expenses the related costs for which the grants are intended to compensate.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

3. 重要會計政策 (續)

政府補助 (續)

作為已招致的開支或虧損的賠償或為向本集團提供直接財務幫助而應收取的且無未來相關成本的收入相關政府補助在相關補助可予收取期間於損益確認。

補償開支相關政府補助乃自相關開支扣除，其他政府補助於「其他收入」項下呈列。

股本結算股份付款交易

向董事及僱員授出之購股權

付予董事及僱員之股本結算股份付款乃按權益工具於授出之日之公平值計量。

於授出日期釐定的股本結算股份付款之款項的公平值並無計及所有非市場歸屬條件，乃於歸屬期間，基於本集團對將會最終歸屬的權益工具的估計，按直線法支銷，權益（購股權儲備）則相應增加。基於對所有相關非市場歸屬條件的評估，於各報告期末，本集團會修訂其對預計將會歸屬的權益工具數量的估計。修訂最初估計的影響（如有）將於損益中確認，以使累積開支能夠反映經修訂後估計，並對購股權儲備作出相應調整。

於購股權獲行使時，此前於購股權儲備確認之款項將轉撥入股份溢價。購股權於歸屬日期後被沒收或於屆滿日期仍未獲行使時，此前於購股權儲備確認之款項將轉撥入累計虧損。

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Government grants (Continued)

Government grants related to income that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

Government grants relating to compensation of expenses are deducted from the related expenses, other government grants are presented under “other income”.

Equity-settled share-based payment transactions

Share options granted to directors and employees

Equity-settled share based payments to directors and employees are measured at the fair value of the equity instruments at the grant date.

The fair value of the equity-settled share-based payments determined at the grant date without taking into consideration all non-market vesting conditions is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity (share options reserve). At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest based on assessment of all relevant non-market vesting conditions. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the share option reserve.

When share options are exercised, the amount previously recognised in share options reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share option reserve will be transferred to accumulated losses.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

3. 重要會計政策 (續)

股本結算股份付款交易 (續)

向顧問授出之購股權

與董事及僱員以外人士進行之股本結算股份付款交易乃按所收貨品或所接受服務之公平值計量，惟倘公平值未能可靠地計量，則彼等按所授出權益工具於實體取得貨品或對手方提供服務當日計量之公平值計量。於本集團取得貨品或交易方提供服務時，除非貨品或服務符合資格確認為資產，所收取貨品或服務之公平值確認為開支，並對權益（購股權儲備）作出相應增加。

退休福利成本

強制性公積金計劃（「強制性公積金計劃」）付款於僱員提供可令彼等享有供款之服務時確認為開支。

稅項

所得稅開支指目前應付稅項及遞延稅項之總和。

目前應付稅項乃根據年內應課稅溢利計算。應課稅溢利有別於綜合損益所呈報的溢利，原因是應課稅溢利並不包括在其他年度應課稅或可扣稅之收入或開支項目，亦不包括從未課稅或扣稅之項目。本集團之即期稅項負債乃按報告期末已實行或大致上已實行之稅率計算。

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Equity-settled share-based payment transactions (Continued)

Share options granted to consultants

Equity-settled share based payment transactions with parties other than directors and employees are measured at the fair value of the goods or services received, except where the fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the entity obtains the goods or the counterparty renders the services. The fair values of the goods or services received are recognised as an expenses, with a corresponding increase in equity (share option reserve), when the Group obtains the goods or when the counterparties render services, unless the goods and services qualify for recognition as assets.

Retirement benefit costs

Payments to the Mandatory Provident Fund Scheme (“MPF Scheme”) are recognised as an expense when employees have rendered services entitling them to the contributions.

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the consolidated profit of loss because it excludes items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group’s liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

3. 重要會計政策 (續)

稅項 (續)

遞延稅項按綜合財務報表內資產及負債之賬面值與計算應課稅溢利時使用之相應稅基之暫時差額確認。遞延稅項負債一般就所有應課稅暫時差額確認入賬。遞延稅項資產則一般以應課稅溢利可供抵銷該等可予扣除暫時差額為限就所有可予扣除暫時差額確認入賬。倘暫時差額乃因初步確認（而非於業務合併）交易中之資產及負債所產生，且不會對應課稅溢利或會計溢利構成影響，則該等遞延稅項資產及負債將不予確認。此外，倘暫時差額乃自商譽初次確認產生，則遞延稅項負債將不予確認。

除非本集團可控制暫時差額的回撥及暫時差額不大可能於可見將來回撥，否則會就與於附屬公司及聯營公司的投資相關的應課稅暫時差額確認遞延稅項負債。與此等投資及利息相關的可扣減暫時差額所引致的遞延稅項資產，僅於應課稅溢利很大機會足夠動用暫時差額之得益，且預期暫時差額可於可見將來回撥時方予以確認。

遞延稅項資產之賬面值於各報告期末審閱並扣減，惟以應課稅溢利不再足以導致收回全部或部分資產為限。

遞延稅項資產及負債乃於清償負債或變現資產時按期內預計適用的稅率，根據報告期末已制定或實際上已制定的稅率（及稅法）計量。

遞延稅項負債及資產的計量反映本集團預期收回或清償其資產及負債賬面值之方式於報告期末造成的稅務後果。

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Taxation (Continued)

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary differences arise from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and an associate, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interest are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and it is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the assets to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

3. 重要會計政策 (續)

稅項 (續)

就計量本集團確認使用權資產及相關租賃負債之租賃交易之遞延稅項而言，本集團首先釐定稅項扣減是否歸因於使用權資產或租賃負債。

即期及遞延稅項於損益確認，惟倘即期及遞延稅項相關項目於其他全面收益確認或直接於權益確認，則即期及遞延稅項亦分別於其他全面收益確認或直接於權益確認。即期或遞延稅項來自業務合併之首次會計處理的情況下，稅務影響計入業務合併的會計處理。

有形及無形資產之減值

於報告期末，本集團審閱其具有有限使用年限的有形及無形資產的賬面值，以決定是否有任何跡象顯示該等資產錄得減值虧損。如有任何該等跡象，則會估計資產之可收回金額，以決定減值虧損（如有）的程度。有形及無形資產的合理金額按個別估計，倘若不大可能估計個別資產的可收回金額，則本集團估計資產所屬現金產生單位的可收回金額。如有合理及一致的分配基準可識別，則公司資產亦被分配至個別現金產生單位，或於其他情況下彼等被分配至現金產生單位的最小組合，而該現金產生單位的合理及一致的分配基準可識別。

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Taxation (Continued)

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

Impairment on tangible and intangible assets

At the end of the reporting period, the Group reviews the carrying amounts of its tangible and intangible assets with finite useful lives to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. The reasonable amount of tangible and intangible assets are estimated individually, when it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the CGU to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual CGUs, or otherwise they are allocated to the smallest group of CGUs for which a reasonable and consistent allocation basis can be identified.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

3. 重要會計政策 (續)

有形及無形資產之減值 (續)

可收回金額為公平值減去出售成本及使用價值兩者中之較高者。於評估使用價值時，估計未來現金流量乃以稅前折現率折現至現值，該折現率能反映當前市場所評估之貨幣時間值及資產特定風險，就此而言，未來現金流量估計尚未作出調整。

倘資產（或現金產生單位）之可收回額估計少於其賬面值，該資產（或現金產生單位）之賬面值乃調低至其可收回額。減值虧損乃即時於損益確認。但若有關資產按其他準則以重估價值列賬，其減值虧損可按該準則當做重估減額入賬。

倘減值虧損其後撥回，資產之賬面值乃調高至經修訂之估計可收回額，惟調高後之賬面值不得高於往年不就資產確認減值虧損情況下本應釐定之賬面值。減值虧損撥回乃即時確認為收入，但若有關資產以重估價值列賬，其減值虧損撥回可當做重估增額入賬。

4. 估計不確定性之主要來源

於應用本集團之會計政策（於附註3說明）時，董事須對未能透過其他來源確定之資產及負債之賬面值作出判斷、預計及假設。該等預計及相關假設乃基於過往經驗及其他視為相關之因素。實際結果可能與該等預計有異。

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Impairment on tangible and intangible assets (Continued)

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or a CGU) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount under another standard, in which case the impairment loss is treated as a revaluation decrease under that standard.

Where an impairment loss is subsequently reversed, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

4. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3, the Directors are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

4. 估計不確定性之主要來源 (續)

本集團按持續經營基準檢討該等預計及相關假設。倘對會計預計之修訂僅影響修訂預計期間或進行修訂之期間，則於該期間確認，或倘修訂影響目前及未來期間，則於修訂之未來期間確認。

估計不確定性之主要來源

以下為關於未來之主要假設，及於報告期末估計不明朗因素之其他主要來源，很可能對下個財政年度之資產及負債之賬面值造成重大調整。

應收貸款及利息之可收回性估計

本集團根據應收貸款及利息之可收回性估計評估該等應收款項之減值撥備。倘有事件或情況變動顯示結餘將不可收回，則就應收貸款及利息計提撥備。根據香港財務報告準則第9號識別應收貸款及利息之減值須使用估計及判斷。倘預期與原本估計不同，則有關差額將影響應收款項之賬面值及該估計變動期間之減值虧損撥備。本集團於就其預期信貸虧損計算作出假設及選擇輸入數據時，根據各報告期末本集團過往經歷、現行市況以及前瞻性估計行使判斷。所用主要估計及輸入數據之詳情披露於附註42。

供應及安裝合約(包括棚架搭建服務與精裝修工程)之估計不明朗因素

本集團根據相關合約所載的條款或如屬工程變更訂單或其他通訊及管理層的經驗估計合約收益總額。本集團根據主要分包商/供應商/賣方不時提供的報價及本集團管理層的經驗，涉及管理層的最佳估計及判斷估計棚架搭建服務與精裝修工程的合約成本總額(主要包括棚架及室內裝飾材料成本、勞工成本及分包費用)。合約收益及成本總額的實際結果可能高於或低於有關估計，這將影響已確認的收益及溢利。倘棚架及內部裝修材料價格或勞工薪金或分包費用於接下來的數月內較預算出現大幅變動，則各個別項目之合約溢利將與估計合約溢利出現重大差異。倘估計成本超過合約收益，則將確認合約虧損。

4. KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Estimation of recoverability of loan and interest receivables

The Group assesses provision for impairment of loan and interest receivables based on an estimate of the recoverability of these receivables. Provisions are applied to loan and interest receivables where events or changes in circumstances indicate that the balances may not be collectible. The identification of impairment of loan and interest receivables under HKFRS 9 requires the use of estimates and judgement. Where the expectation is different from the original estimate, such difference will impact the carrying value of receivables and provision for impairment losses in the period in which such estimate has been changed. The Group uses judgement in making assumptions and selecting the inputs to its ECL calculation, based on the Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period. Details of the key assumptions and inputs used are disclosed in note 42.

Estimation uncertainty on supply and installation contracts including scaffolding services and fitting out works

The Group estimated total contract revenue in accordance with the terms set out in the relevant contracts, or in case of variation order or other correspondences and the management's experience. The Group estimated total contract costs of scaffolding services and fitting out works, which mainly comprise costs for scaffolding and interior materials, labour costs and subcontracting fees, based on quotations from time to time provided by the major subcontractors/suppliers/vendors and the experience of the management of the Group, which involves the management's best estimates and judgments, the actual outcome of the contract in terms of its total revenue and costs may be higher or lower than the estimates and this will affect the revenue and profit recognised. If the price of scaffolding and interior decorative materials or the wages of labour or the subcontracting fees varies significantly in the coming months from the budgets, the contract profit for each of the individual projects will differ significantly from the estimated contract profit. If estimated costs exceed contract revenue, a contract loss will be recognised.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

5. 收益

截至二零二三年四月三十日止年度

(a) 來自客戶合約收益的分類

持續經營產生的來自客戶合約收益：
為建築及建造工程提供棚架搭建、精裝修及其他輔助服務之合約收益
來自其他來源之收益：
貸款利息收入
持續經營所得總收益

5. REVENUE

For the year ended 30 April 2023

(a) Disaggregation of revenue from contracts with customers

	二零二三年 2023 千港元 HK\$'000	二零二二年 2022 千港元 HK\$'000 (經重列) (restated)
Revenue from contracts with customers from continuing operations:		
Contract revenue in respect of scaffolding, fitting out and other auxiliary services for construction and buildings work	103,413	140,283
Revenue from other sources:		
Loan interest income	42,547	48,764
Total revenue from continuing operations	145,960	189,047

二零二三年 2023 千港元 HK\$'000	二零二二年 2022 千港元 HK\$'000 (經重列) (restated)
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確認持續經營所得收益之時間：

隨時間

Timing of revenue recognition from continuing operations:

Over time

103,413	140,283
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終止經營資產管理業務產生的來自客戶合約收益176,000港元(二零二二年：1,980,000港元)隨時間確認。

Revenue from contracts with customer from discontinued operation of asset management business is HK\$176,000 (2022: HK\$1,980,000) are recognised at overtime.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

5. 收益 (續)

截至二零二三年四月三十日止年度 (續)

(b) 來自持續經營的客戶合約之履約責任

為建築及建造工程提供棚架搭建、精裝修及其他輔助服務

本集團為建築及建造工程提供棚架搭建、精裝修及其他輔助服務。倘本集團創造或提升一項資產，而該資產獲創造或提升時由客戶控制，則該等服務確認為於一段時間內達成的一項履約責任。該等建築服務的收益乃根據合約完成階段採用投入或產出法確認。

資產管理業務

由於本集團提供資產管理服務，而客戶同時取得及享有本集團提供的利益，故為客戶提供的資產管理服務隨時間確認。資產管理收入按本集團在管賬戶資產價值的固定百分比按年收取。當符合相關履約期的預設業績目標時，本集團亦有權就若干賬戶收取表現費。當每年就各賬戶評估業績目標時，已確認收益很可能不會出現重大撥回，則確認表現費。管理費通常於開戶當日及其後週年日期收取，而表現費通常於相關履約期結束時收取。

5. REVENUE (CONTINUED)

For the year ended 30 April 2023 (Continued)

(b) Performance obligations for contracts with customers from continuing operations

Scaffolding, fitting out and other auxiliary services for construction and buildings work

The Group provides scaffolding, fitting out and other auxiliary services for construction and buildings work. Such services are recognised as a performance obligation satisfied over time as the Group creates or enhances an asset that the customer controls as the asset is created or enhanced. Revenue is recognised for these construction services based on the stage of completion of the contract using input or output method.

Assets management business

Assets management services to customers are recognised over time as the Group provides assets management services and the customers simultaneously receives and consumes the benefit provided by the Group. The assets management income is charged at a fixed percentage per annum of the asset value of the accounts under management of the Group. The Group is also entitled to a performance fee for certain accounts when pre-set performance target for the relevant performance period is met. The performance fee is recognised when it is highly probable that a significant reversal in the revenue recognised will not occur when the performance target is evaluated on an annual basis for each of the account. Management fee is normally due on account opening date and the subsequent anniversary date while performance fee is normally due at the end of the relevant performance period.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

5. 收益 (續)

截至二零二三年四月三十日止年度 (續)

- (c) 於報告日期，就尚未完成之客戶合約分配至餘下履約責任 (未履行或部分未履行) 之交易價格及確認收益之預期時間如下：

持續經營：

為建築及建造工程提供棚架搭建、精裝修及其他輔助服務

一年內

一年以上但不超過兩年

兩年以上

總計

5. REVENUE (CONTINUED)

For the year ended 30 April 2023 (Continued)

- (c) Transaction price allocated to the remaining performance obligation (unsatisfied or partially unsatisfied) for contracts with customers that remain outstanding as at reporting date and the expected timing at recognising revenue is set out below:

	二零二三年 2023 千港元 HK\$'000	二零二二年 2022 千港元 HK\$'000
持續經營：		
為建築及建造工程提供棚架搭建、精裝修及其他輔助服務		
一年內	45,136	54,305
一年以上但不超過兩年	–	36,276
兩年以上	–	18,030
總計	45,136	108,611

6. 分部資料

本集團按首席經營決策人 (「首席經營決策人」) 所審閱之報告釐定其經營及報告分部，該等報告乃用以分配資源及評估表現，特別注重按本集團業務的主要類別及本集團整體收益進行收益分析。截至二零二三年四月三十日止年度，本集團有四個經營及報告分部 – (i) 為建築及建造工程提供棚架搭建、精裝修及其他輔助服務、(ii) 借貸業務、及 (iii) 證券投資業務。由於該等分部屬於不同行業及需要不同經營系統及策略，故分開管理。

呈報的分部資料並不包括資產管理業務 (分類為終止經營並於附註13進一步詳述) 的任何金額。

6. SEGMENT INFORMATION

The Group determines its operating and reportable segments based on the reports, reviewed by the chief operating decision-maker (“CODM”), that are used for resources allocation and assessment of performance focusing specifically on the revenue analysis by principal categories of the Group’s business and the profit of the Group as a whole. For the year ended 30 April 2023, the Group has four operating and reportable segments – (i) scaffolding, fitting out and other auxiliary services for construction and buildings work, (ii) money lending business, and (iii) securities investment business. These segments are managed separately as they belong to different industries and require different operating systems and strategies.

The segment information reported does not include any amounts for assets management business which classified as discontinued operation and described in more details in note 13.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

6. 分部資料 (續)

分部收益及業績以及分部資產及負債

本集團按經營及報告分部之收益及業績以及資產及負債分析如下。

截至二零二三年四月三十日止年度

6. SEGMENT INFORMATION (CONTINUED)

Segment revenues and results and segment assets and liabilities

The following is an analysis of the Group's revenue and results and assets and liabilities by operating and reportable segment.

For the year ended 30 April 2023

		為建築及建造工程 提供棚架搭建、 精裝修及 其他輔助服務 Scaffolding, fitting out and other auxiliary services for construction and buildings work 千港元 HK\$'000	借貸業務 Money lending business 千港元 HK\$'000	證券投資業務 Securities investment business 千港元 HK\$'000	總計 Total 千港元 HK\$'000
持續經營：	Continuing operations:				
收益	REVENUE				
對外收益	External revenue	103,413	42,547	-	145,960
其他收益及(虧損)	Other gains and (losses)	(1,812)	(4,502)	(23,109)	(29,423)
就預期信貸虧損撥回(確認)之 減值虧損淨額	Net impairment losses reversed (recognised) arising from ECL	(1,547)	(84,555)	-	(86,102)
其他收入	Other income	2,822	5	7	2,834
總計	Total	102,876	(46,505)	(23,102)	33,269
分部業績	Segment result	(9,331)	(77,756)	2,839	(84,248)
出售附屬公司收益	Gain on disposal of subsidiaries				115
出售物業、廠房及設備之收益	Gain on disposal of property, plant and equipment				15
物業、廠房及設備以及使用權資產之 減值虧損	Impairment loss of property, plant and equipment and right-of-use assets				(4,500)
融資成本	Finance costs				(7,147)
未分配之公司收入	Unallocated corporate income				550
未分配之公司支出	Unallocated corporate expenses				(10,592)
除稅前虧損	Loss before taxation				(105,807)
於二零二三年四月三十日	At 30 April 2023				
資產	ASSETS				
分部資產	Segment assets	48,540	459,267	50,420	558,227
負債	LIABILITIES				
分部負債	Segment liabilities	(52,796)	(80,643)	(67)	(133,506)

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

6. 分部資料 (續)

分部收益及業績以及分部資產及負債 (續)

截至二零二二年四月三十日止年度

6. SEGMENT INFORMATION (CONTINUED)

Segment revenues and results and segment assets and liabilities (Continued)

For the year ended 30 April 2022

		為建築及建造工程 提供棚架搭建、 精裝修及 其他輔助服務 Scaffolding, fitting out and other auxiliary services for construction and buildings work 千港元 HK\$'000	借貸業務 Money lending business 千港元 HK\$'000	證券投資業務 Securities investment business 千港元 HK\$'000	總計 Total 千港元 HK\$'000 (經重列) (restated)
持續經營：	Continuing operations:				
收益	REVENUE				
對外收益	External revenue	140,283	48,764	-	189,047
其他收益及(虧損)	Other gains and (losses)	(5,432)	(7,628)	(4,157)	(17,217)
就預期信貸虧損撥回(確認)之 減值虧損淨額	Net impairment losses reversed (recognised) arising from ECL	170	(41,793)	-	(41,623)
其他收入	Other income	90	212	-	302
總計	Total	135,111	(445)	(4,157)	130,509
分部業績	Segment result	(14,688)	(20,360)	11,356	(23,692)
投資物業之公平值變動	Fair value changes on investment properties				2,521
出售附屬公司收益	Gain on disposal of subsidiaries				34,446
物業、廠房及設備之撇賬虧損	Loss on write-off of property, plant and equipment				(407)
融資成本	Finance costs				(8,049)
未分配之公司收入	Unallocated corporate income				159
未分配之公司支出	Unallocated corporate expenses				(12,497)
除稅前虧損	Loss before taxation				(7,519)
於二零二二年四月三十日	At 30 April 2022				
資產	ASSETS				
分部資產	Segment assets	84,999	516,469	83,921	685,389
負債	LIABILITIES				
分部負債	Segment liabilities	(76,282)	(81,023)	(73)	(157,378)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

6. 分部資料 (續)

分部收益及業績以及分部資產及負債
(續)

上文所報告之分部收益代表來自對外客戶的收益。於截至二零二三年及二零二二年四月三十日止年度並無分部間之銷售。

經營分部之會計政策與本集團會計政策一致。分部業績指在未分配投資物業之公平值變動、出售附屬公司收益、出售物業、廠房及設備收益、物業、廠房及設備之撇賬虧損、融資成本、未分配之公司收入及未分配之公司支出前，各分部所賺取之溢利／所產生之虧損。此乃向主要營運決策人報告以分配資源及評估表現之計量單位。

為監控分部表現及分配分部間資源：

- 所有資產均分配至可呈報及經營分部，惟若干使用權資產、若干遞延稅項資產、若干物業、廠房及設備、若干預付款項、按金及其他應收款項、若干銀行結餘及現金以及若干分類為持作出售資產除外；
- 所有負債均分配至可呈報及經營分部，惟若干其他應付款項、若干租賃負債、若干應付稅項、若干其他貸款及其他借貸以及若干分類為持作出售資產相關之負債除外。

6. SEGMENT INFORMATION (CONTINUED)

Segment revenues and results and segment assets and liabilities
(Continued)

Segment revenue reported above represents revenue generated from external customers. There were no inter-segment sales during the years ended 30 April 2023 and 2022.

The accounting policies of the operating segments are the same as the Group's accounting policies. Segment results represent the profits earned by/loss from each segment without allocation of fair value changes on investment properties, gain on disposal of subsidiaries, gain on disposal of property, plant and equipment, loss on write-off of property, plant and equipment, finance costs, unallocated corporate income and unallocated corporate expenses. This is the measure reported to the CODM for the purpose of resources allocation and performance assessment.

For the purposes of monitoring segment performance and allocating resources between segments:

- all assets are allocated to reportable and operating segments other than, certain right-of-use assets, certain deferred tax assets, certain property, plant and equipment, certain prepayments and deposits and other receivables and certain bank balances and cash and assets classified as held for sale;
- all liabilities are allocated to reportable and operating segments other than certain other payables, certain lease liabilities, certain tax payables, certain other loan and other borrowings and liabilities associated with assets classified as held for sale.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

6. 分部資料 (續)

其他分部資料

6. SEGMENT INFORMATION (CONTINUED)

Other Segment Information

	為建築及建造工程 提供棚架搭建、 精裝修及 其他輔助服務 Scaffolding, fitting out and other auxiliary services for construction and buildings work 千港元 HK\$'000	借貸業務 Money lending business 千港元 HK\$'000	證券投資 業務 Securities investment business 千港元 HK\$'000	未分配 Unallocated 千港元 HK\$'000	總計 Total 千港元 HK\$'000
列入計量來自持續經營的分部業績及 分部資產的重大金額：	Major amounts included in the measure of segment results and segment assets from continuing operations:				
截至二零二三年四月三十日止年度	For the year ended 30 April 2023				
資本開支	(1,203)	-	-	-	(1,203)
物業、廠房及設備折舊	(1,478)	(1,280)	-	(154)	(2,912)
使用權資產折舊	(705)	-	-	(691)	(1,396)
出售物業、廠房及設備之收益	Gain on disposal of property, plant and equipment 15	-	-	-	15
物業、廠房及設備以及使用權資產之 減值虧損	Impairment loss of property, plant and equipment and right-of-use assets (3,670)	-	-	(830)	(4,500)
以公平值計入損益之金融資產之 公平值虧損，淨額	Fair value loss on financial assets at FVTPL, net -	-	(17,405)	-	(17,405)
出售以公平值計入損益之金融資產 之虧損	Loss on disposal of financial assets at FVTPL -	-	(5,704)	-	(5,704)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

6. 分部資料 (續)

其他分部資料 (續)

6. SEGMENT INFORMATION (CONTINUED)

Other Segment Information (Continued)

為建築及建造工程 提供棚架搭建、 精裝修及 其他輔助服務 Scaffolding, fitting out and other auxiliary services for construction and buildings work 千港元 HK\$'000	借貸業務 Money lending business 千港元 HK\$'000	證券投資 業務 Securities investment business 千港元 HK\$'000	未分配 Unallocated 千港元 HK\$'000	總計 Total 千港元 HK\$'000 (經重列) (restated)
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列入計量來自持續經營的分部業績及 分部資產的重大金額：	Major amounts included in the measure of segment results and segment assets from continuing operations:					
截至二零二二年四月三十日止年度	For the year ended 30 April 2022					
資本開支	Capital expenditure	(3,513)	(6,400)	-	(3)	(9,916)
物業、廠房及設備折舊	Depreciation of property, plant and equipment	(1,492)	(240)	-	(157)	(1,889)
使用權資產折舊	Depreciation of right-of-use assets	(2,994)	-	-	(727)	(3,721)
投資物業之公平值變動	Fair value changes on investment properties	-	-	-	2,521	2,521
出售物業、廠房及設備之虧損	Loss on disposal of property, plant and equipment	-	-	-	-	-
物業、廠房及設備之撇賬虧損	Loss on write-off of property, plant and equipment	(407)	-	-	-	(407)
以公平值計入損益之金融資產之 公平值虧損，淨額	Fair value loss on financial assets at FVTPL, net	-	-	(4,230)	-	(4,230)
出售以公平值計入損益之金融資產 之收益	Gain on disposal of financial assets at FVTPL	-	-	72	-	72

地域分類

來自持續經營之客戶的地域所在地是根據服務提供及貨物送達的所在地確定。指定非流動資產的地域所在地是根據該資產的實際位置確定。

Geographical segments

The geographical location of customers from continuing operations is based on the location at which the services were provided or the goods were delivered. The geographical location of the specified non-current assets is based on the physical location of the asset.

	收益		指定非流動資產		
	二零二三年	二零二二年	二零二三年	二零二二年	
	2023	2022	2023	2022	
	千港元	千港元	千港元	千港元	
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
		(經重列)		(經重列)	
		(restated)		(restated)	
香港	Hong Kong	157,625	189,027	4,880	11,782

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

6. 分部資料 (續)

主要客戶資料

截至二零二三年四月三十日止年度，本集團與兩名（二零二二年：兩名）佔本集團於本年度總收益10%以上的客戶進行交易。來自該等主要客戶所得收益的概要載列如下：

	二零二三年 2023 千港元 HK\$'000	二零二二年 2022 千港元 HK\$'000
來自為建築及建造工程提供 棚架搭建、精裝修及其他輔助 服務所得收益：		
客戶一	43,949	60,202
客戶二	18,962	28,532

7. 其他收入

6. SEGMENT INFORMATION (CONTINUED)

Information on major customers

During the year ended 30 April 2023, the Group had transactions with two (2022: two) customer who contributed over 10% of the Group's total revenue for the year. A summary of revenue earned from these major customers is set out below:

	持續經營 Continuing operations		終止經營 Discontinued operation		總額 Consolidated	
	二零二三年 2023 千港元 HK\$'000	二零二二年 2022 千港元 HK\$'000	二零二三年 2023 千港元 HK\$'000	二零二二年 2022 千港元 HK\$'000	二零二三年 2023 千港元 HK\$'000	二零二二年 2022 千港元 HK\$'000
租金收入	-	67	-	-	-	67
管理費收入	-	-	-	240	-	240
雜項收入	1,300	318	201	157	1,501	475
政府補貼 (附註)	2,014	23	105	-	2,119	23
利息收入	70	52	-	21	70	73
外匯收益，淨額	-	1	-	-	-	1
	3,384	461	306	418	3,690	879

附註：於二零二三年，本集團自持續經營確認與2019冠狀病毒病相關的政府補助2,014,000港元，其與香港特別行政區政府提供的保就業計劃有關。本集團就2019冠狀病毒病相關補貼自終止經營確認105,000港元的政府補助，其中65,000港元與香港特區政府提供的保就業計劃有關及40,000港元與香港特區政府提供的遙距營商計劃有關。

Note: During 2023, the Group recognised government grants of HK\$2,014,000 in respect of COVID-19-related subsidies which relates to Employment Support Scheme provided by the HKSAR government from continued operations. The Group recognised government grants of HK\$105,000 from discontinued operation in respect of COVID-19-related subsidiaries which included HK\$65,000 relates to Employment Support Scheme and HK\$40,000 relates to Distance Business Programme provided by the HKSAR government.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

8. 其他收益及(虧損)

8. OTHER GAINS AND (LOSSES)

	持續經營		終止經營		總額	
	Continuing operations		Discontinued operation		Consolidated	
	二零二三年	二零二二年	二零二三年	二零二二年	二零二三年	二零二二年
	2023	2022	2023	2022	2023	2022
	千港元	千港元	千港元	千港元	千港元	千港元
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
按公平值計入損益之金融資產之公平值虧損淨值	(17,405)	(4,230)	-	-	(17,405)	(4,230)
出售以公平值計入損益之金融資產之(虧損)收益	(5,704)	72	-	-	(5,704)	72
債務修改(虧損)收益	(1,472)	3,490	-	-	(1,472)	3,490
因預期信貸虧損而就下列各項(確認)撥回減值虧損淨值:						
– 應收貸款及利息	(84,555)	(41,793)	-	-	(84,555)	(41,793)
– 應收賬款	(1,399)	(34)	-	-	(1,399)	(34)
– 合約資產	(150)	204	-	-	(150)	204
– 其他應收款項	(73)	-	-	-	(73)	-
應收賬款之撇賬	(1,581)	(2,227)	-	-	(1,581)	(2,227)
撇減存貨	(466)	(398)	-	-	(466)	(398)
其他應收款項之撇賬	(2,107)	(3,203)	-	-	(2,107)	(3,203)
應收貸款及利息之撇賬	(3,000)	(11,118)	-	-	(3,000)	(11,118)
豁免貸款利息收入	(30)	-	-	-	(30)	-
虧損性合約撥備	(140)	-	-	-	(140)	-
	(118,082)	(59,237)	-	-	(118,082)	(59,237)

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

9. 融資成本

	持續經營		終止經營		總額	
	Continuing operations		Discontinued operation		Consolidated	
	二零二三年	二零二二年	二零二三年	二零二二年	二零二三年	二零二二年
	2023	2022	2023	2022	2023	2022
	千港元	千港元	千港元	千港元	千港元	千港元
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
銀行借貸及銀行透支利息	Interest on bank borrowings and bank overdrafts					
	155	1,119	-	-	155	1,119
其他貸款及其他借貸利息	Interest on other loan and other borrowings					
	6,847	6,657	-	-	6,847	6,657
租賃負債之利息	Interest on lease liabilities					
	145	273	1	44	146	317
	7,147	8,049	1	44	7,148	8,093

10. 稅項

	持續經營		終止經營		總額	
	Continuing operations		Discontinued operation		Consolidated	
	二零二三年	二零二二年	二零二三年	二零二二年	二零二三年	二零二二年
	2023	2022	2023	2022	2023	2022
	千港元	千港元	千港元	千港元	千港元	千港元
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
稅項包括：	Taxation comprises:					
香港利得稅	Hong Kong Profits Tax					
本年度支出	Current year charged					
	-	-	-	-	-	-
遞延稅項	Deferred tax					
本年度(抵免)支出	Current year (credited) charged					
	(487)	4,258	-	-	(487)	4,258
	(487)	4,258	-	-	(487)	4,258

根據利得稅兩級制，合資格集團實體首2,000,000港元溢利的稅率為8.25%，而超過2,000,000港元溢利的稅率為16.5%。不符合利得稅兩級制的集團實體之溢利將繼續按16.5%之統一稅率徵稅。

Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

10. 稅項 (續)

董事認為，實施利得稅兩級制所涉及之金額就綜合財務報表而言非屬重大。於兩個年度，香港利得稅按估計應課稅溢利之16.5%計算。

來自持續經營的除稅前虧損與綜合損益表中損益所示之稅項之對賬如下：

10. TAXATION (CONTINUED)

The Directors considered the amount involved upon implementation of the two-tiered profits tax rates regime as insignificant to the consolidated financial statements. Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both years.

Loss before taxation is reconciled to taxation in profit or loss in the consolidated statement of profit or loss from continuing operations as follows:

		二零二三年 2023 千港元 HK\$'000	二零二二年 2022 千港元 HK\$'000 (經重列) (restated)
來自持續經營的除稅前虧損	Loss before taxation from continuing operations	(105,807)	(7,519)
按相關司法管轄區適用之稅率計算之稅項	Tax at tax rate applicable in the relevant jurisdictions	(17,458)	(1,241)
不可扣稅之開支之稅務影響	Tax effect of expenses not deductible for tax purpose	14,182	2,418
毋須課稅之收入之稅務影響	Tax effect of income not taxable for tax purpose	(10,633)	(5,278)
未予確認之稅項虧損之稅務影響	Tax effect of tax losses not recognised	4,058	2,800
動用過往並未確認之稅項虧損之稅務影響	Tax effect of utilisation of tax losses previously not recognised	(4,624)	(4,460)
未予確認之可扣稅暫時差額之稅務影響	Tax effect of deductible temporary differences not recognised	13,988	10,019
本年度來自持續經營的稅項	Taxation for the year from continuing operations	(487)	4,258

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

11. 董事及僱員酬金

(a) 董事酬金

根據適用GEM上市規則、公司條例及第622G章公司（披露董事利益資料）規例披露之董事及行政總裁於本年度之薪酬載列如下：

			袍金 Fee 千港元 HK\$'000	薪金、津貼及 實物福利 Salaries, allowances and benefits in kind 千港元 HK\$'000	酌情花紅 Discretionary bonus 千港元 HK\$'000	退休福利 計劃供款 Contribution to retirement benefit schemes 千港元 HK\$'000	總酬金 Total emoluments 千港元 HK\$'000
	(附註) (Note)						
截至二零二三年 四月三十日止年度		For the year ended 30 April 2023					
執行董事		Executive Directors					
蘇汝成	(i), (ii)	So Yu Shing	-	2,182	-	-	2,182
黎婉薇	(iii)	Lai Yuen Mei, Rebecca	-	1,522	-	-	1,522
江錦宏	(iv)	Kong Kam Wang	-	596	-	9	605
蘇宏進		So Wang Chun, Edmond	-	696	-	35	731
謝逢春	(v)	Tse Fung Chun	-	816	68	18	902
楊海佳	(vi)	Yang Haijia	-	-	-	-	-
王莉莉	(vii)	Wang Lili	-	-	-	-	-
獨立非執行董事		Independent Non-Executive Directors					
羅文生		Law Man Sang	120	-	-	-	120
林惠如		Lam Wai Yu	120	-	-	-	120
盧家麒		Lo Ka Ki	180	-	-	-	180
總計		Total	420	5,812	68	62	6,362

附註：

- (i) 蘇汝成博士於截至二零二二年四月三十日止年度收到的酬金包括本集團提供的住房津貼720,000港元。
- (ii) 蘇汝成博士已辭任執行董事職務，自二零二三年五月二日起生效。
- (iii) 黎婉薇女士已辭任執行董事職務，自二零二二年十二月十九日起生效。
- (iv) 江錦宏先生已辭任執行董事職務，自二零二二年十一月十六日起生效。
- (v) 謝逢春先生已辭任執行董事職務，自二零二三年五月三十一日起生效。
- (vi) 楊海佳先生已獲委任為執行董事，自二零二三年五月二日起生效。
- (vii) 王莉莉女士已獲委任為執行董事，自二零二三年五月三十一日起生效。

11. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

(a) Directors' emoluments

Directors' and chief executive's remuneration for the year, disclosed pursuant to the applicable GEM Listing Rules, the Companies Ordinance and the Companies (Disclosure of Information about Benefits of Directors) Regulation (Cap.622G), are as follows:

			袍金 Fee 千港元 HK\$'000	薪金、津貼及 實物福利 Salaries, allowances and benefits in kind 千港元 HK\$'000	酌情花紅 Discretionary bonus 千港元 HK\$'000	退休福利 計劃供款 Contribution to retirement benefit schemes 千港元 HK\$'000	總酬金 Total emoluments 千港元 HK\$'000
	(附註) (Note)						
截至二零二三年 四月三十日止年度		For the year ended 30 April 2023					
執行董事		Executive Directors					
蘇汝成	(i), (ii)	So Yu Shing	-	2,182	-	-	2,182
黎婉薇	(iii)	Lai Yuen Mei, Rebecca	-	1,522	-	-	1,522
江錦宏	(iv)	Kong Kam Wang	-	596	-	9	605
蘇宏進		So Wang Chun, Edmond	-	696	-	35	731
謝逢春	(v)	Tse Fung Chun	-	816	68	18	902
楊海佳	(vi)	Yang Haijia	-	-	-	-	-
王莉莉	(vii)	Wang Lili	-	-	-	-	-
獨立非執行董事		Independent Non-Executive Directors					
羅文生		Law Man Sang	120	-	-	-	120
林惠如		Lam Wai Yu	120	-	-	-	120
盧家麒		Lo Ka Ki	180	-	-	-	180
總計		Total	420	5,812	68	62	6,362

Note:

- (i) The emoluments received by Dr. So Yu Shing for the year ended 30 April 2022 included housing allowance of HK\$720,000 provided by the Group.
- (ii) Dr. So Yu Shing resigned as an executive director with effect from 2 May 2023.
- (iii) Ms. Lai Yuen Mei, Rebecca resigned as an executive director with effect from 19 December 2022.
- (iv) Mr. Kong Kam Wang resigned as an executive director with effect from 16 November 2022.
- (v) Mr. Tse Fung Chun resigned as an executive director with effect from 31 May 2023.
- (vi) Mr. Yang Haijia was appointed as an executive director with effect from 2 May 2023.
- (vii) Ms. Wang Lili was appointed as an executive director with effect from 31 May 2023.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

11. 董事及僱員酬金 (續)

11. DIRECTORS' AND EMPLOYEES' EMOLUMENTS (CONTINUED)

(a) 董事酬金 (續)

(a) Directors' emoluments (Continued)

		(附註) (Note)	袍金 Fee 千港元 HK\$'000	薪金、津貼及 實物福利 Salaries, allowances and benefits in kind 千港元 HK\$'000	酌情花紅 Discretionary bonus 千港元 HK\$'000	退休福利 計劃供款 Contribution to retirement benefit schemes 千港元 HK\$'000	總酬金 Total emoluments 千港元 HK\$'000
截至二零二二年 四月三十日止年度	For the year ended 30 April 2022						
執行董事	Executive Directors						
蘇汝成	So Yu Shing	(i)	–	3,168	50	–	3,218
黎婉薇	Lai Yuen Mei, Rebecca		–	1,836	50	–	1,886
江錦宏	Kong Kam Wang		–	994	50	9	1,053
蘇宏進	So Wang Chun, Edmond		–	696	60	35	791
謝逢春	Tse Fung Chun		–	704	53	18	775
獨立非執行董事	Independent Non-Executive Directors						
羅文生	Law Man Sang		120	–	–	–	120
林惠如	Lam Wai Yu		120	–	–	–	120
盧家麒	Lo Ka Ki		180	–	–	–	180
總計	Total		420	7,398	263	62	8,143

附註：

Note:

(i) 蘇汝成博士於截至二零二二年四月三十日止年度收到的酬金包括本集團提供的住房津貼720,000港元。

(i) The emoluments received by Dr. So Yu Shing for the year ended 30 April 2022 included housing allowance of HK\$720,000 provided by the Group.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

11. 董事及僱員酬金 (續)

(b) 五名最高薪酬僱員

截至二零二三年四月三十日止年度，五名最高薪酬人士包括本公司四名(二零二二年：三名)董事，其酬金詳情載列於上述綜合財務報表附註11(a)。本年度餘下一名(二零二二年：兩名)既非本公司董事亦非行政總裁之人士之薪酬載列如下：

	二零二三年 2023 千港元 HK\$'000	二零二二年 2022 千港元 HK\$'000
薪金及其他福利	865	1,834
退休福利計劃供款	15	36
酌情花紅	-	75
	880	1,945

餘下一名(二零二二年：兩名)最高薪酬人士(並非董事)之薪酬級別如下：

	二零二三年 2023	二零二二年 2022
零至1,000,000港元	1	1
1,000,001港元至1,500,000港元	-	1
	1	2

於兩個年度內，本集團並無向任何董事或任何五名最高薪酬人士支付任何酬金作為加入本集團或加入時之獎勵或作為離職補償，亦無董事放棄任何酬金。

上文所示的執行董事酬金主要有關其管理本公司及本集團事務的服務。

上文所示的獨立非執行董事酬金主要有關其擔任董事的服務。

董事及僱員之酌情花紅乃參照本集團之經營業績、個人表現及可資比較市場數據而釐定。

於二零二三年及二零二二年四月三十日，概無與董事訂立以有關董事、受控制機構及法團或受控制實體為受益人之貸款、準貸款及其他交易安排。

11. DIRECTORS' AND EMPLOYEES' EMOLUMENTS (CONTINUED)

(b) Five highest paid employees

During the year ended 30 April 2023, the five highest paid individuals included four directors of the Company (2022: three), details of whose emoluments are set out in note 11(a) to the consolidated financial statements above. The emoluments of the one (2022: two) remaining individuals who are neither directors nor chief executives of the Company for the year are as follows:

	二零二三年 2023 千港元 HK\$'000	二零二二年 2022 千港元 HK\$'000
Salaries and other benefits	865	1,834
Contribution to retirements benefits schemes	15	36
Discretionary bonus	-	75
	880	1,945

The emoluments of the one remaining highest paid individuals (2022: two) who are not the Directors are within the following band:

	二零二三年 2023	二零二二年 2022
Nil to HK\$1,000,000	1	1
HK\$1,000,001 to HK\$1,500,000	-	1
	1	2

The Group did not pay any Directors or any of the five highest paid individuals any emoluments for inducement to join the Group or upon joining the Group or as compensation for loss of office, and none of the Directors has waived any emoluments for both years.

The executive directors' emoluments shown above were mainly for their services in connection with the management of the affairs of the Company and the Group.

The independent non-executive directors' emoluments shown above were mainly for their services as Directors.

Discretionary bonus for Directors and employees were determined with reference to the Group's operating results, individual performance and comparable market statistics.

As at 30 April 2023 and 2022, there are no loans, quasi loans and other dealing arrangements in favour of Directors, controlled bodies and corporate or controlled entities with such directors.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

12. 本年度虧損

12. LOSS FOR THE YEAR

	持續經營		終止經營		總額	
	Continuing operations		Discontinued operation		Consolidated	
	二零二三年	二零二二年	二零二三年	二零二二年	二零二三年	二零二二年
	2023	2022	2023	2022	2023	2022
	千港元	千港元	千港元	千港元	千港元	千港元
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
本年度虧損已扣除下列各項：	Loss for the year has been arrived at after charging:					
核數師酬金	Auditor's remuneration					
– 審計服務	650	664	–	–	650	664
確認為開支之存貨成本	Cost of inventories recognised as an expense					
	8,990	13,016	–	–	8,990	13,016
按公平值計入損益之金融資產之公平值虧損	Fair value loss on financial assets at FVTPL					
– 持作買賣	17,405	4,230	–	–	17,405	4,230
	17,405	4,230	–	–	17,405	4,230
物業、廠房及設備折舊	Depreciation of property, plant and equipment					
	2,912	1,889	2	10	2,914	1,899
使用權資產折舊	Depreciation of right-of-use assets					
	1,396	3,721	–	–	1,396	3,721
投資物業之總租金收入	Gross rental income from investment properties					
	–	67	–	–	–	67
	–	67	–	–	–	67
撇減存貨	Write down of inventories					
	466	398	–	–	466	398
員工成本 (包括董事酬金)	Staff costs including directors' emoluments					
– 基本薪金、花紅、其他福利及退休福利計劃供款	– Basis salaries, bonus, other benefits and retirement benefit scheme contributions					
	35,918	44,898	231	–	36,149	44,898
	35,918	44,898	231	–	36,149	44,898

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

13. 終止經營

於二零二二年八月八日，本公司（作為賣方）與本集團之獨立第三方天龍國際投資（控股）有限公司、伸達顧問有限公司及Suncorp Investment Holdings Limited（作為買方）（「買方」）訂立買賣協議（「買賣協議」），據此本公司有條件同意出售而買方有條件同意購買本公司兩家全資附屬公司之全部已發行股本，連同彼等各自之全資附屬公司（「已出售附屬公司」，其從事資產管理業務）（「出售事項」），代價為530,000港元。於綜合損益及其他全面收益表中的比較數字已獲重列，以獨立披露終止經營之損益。

本年度終止經營虧損載列如下：

		二零二三年 2023 千港元 HK\$'000	二零二二年 2022 千港元 HK\$'000
收益	Revenue	176	1,980
銷售成本	Cost of sales	(58)	(1,072)
其他收入	Other income	306	418
營運及行政費用	Operating and administrative expenses	(394)	(1,473)
融資成本	Finance costs	(1)	(44)
本年度終止經營溢利（虧損）	Profit (loss) for the year from discontinued operation	29	(191)

截至二零二三年四月三十日止年度，本集團的終止經營在經營業務方面已產生現金流量為80,000港元（二零二二年：618,000港元），在投資業務方面已產生現金流量為7,000港元（二零二二年：4,000港元）及在融資業務方面已動用現金流量為89,000港元（二零二二年：1,068,000港元）。

13. DISCONTINUED OPERATION

On 8 August 2022, the Company as vendor entered into a sale and purchase agreement (the “S&P Agreement”) with Draco International Investment (Holding) Limited, Mass Fidelity Consulting Limited and Suncorp Investment Holdings Limited (the “Buyer”) as purchaser, being independent third parties of the Group, pursuant to which the Company conditionally agreed to sell, and the Buyer conditionally agreed to buy the entire issued share capital of two wholly-owned subsidiaries of the Company, together with their respective wholly-owned subsidiaries (the “Disposed Subsidiaries”) which were engaged in the assets management business (the “Disposal”), for a consideration of HK\$530,000. Comparative figures in the consolidated statement of profit or loss and other comprehensive income have been restated to disclose separately the profit or loss from discontinued operation.

The loss for the year from discontinued operation is set out below:

	二零二三年 2023 千港元 HK\$'000	二零二二年 2022 千港元 HK\$'000
Revenue	176	1,980
Cost of sales	(58)	(1,072)
Other income	306	418
Operating and administrative expenses	(394)	(1,473)
Finance costs	(1)	(44)
Profit (loss) for the year from discontinued operation	29	(191)

During the year ended 30 April 2023, the discontinued operation of the Group generated cashflow of HK\$80,000 (2022: HK\$618,000) in respect of operating activities, generated cashflow of HK\$7,000 (2022: HK\$4,000) in respect of investing activities, and used cashflow of HK\$89,000 (2022: HK\$1,068,000) in respect of financing activities.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

14. 股息

概無就截至二零二三年四月三十日止年度向本公司之普通股股東派發或建議派發股息，亦無自報告期末以來建議派發任何股息（二零二二年：無）。

15. 每股虧損

每股基本及攤薄虧損

(a) 來自持續經營及終止經營

本公司擁有人應佔每股基本及攤薄虧損乃根據以下數據計算：

14. DIVIDEND

No dividend was paid or proposed for ordinary shareholders of the Company for the year ended 30 April 2023, nor has any dividend been proposed since the end of the reporting period (2022: nil).

15. LOSS PER SHARE

Basic and diluted loss per share

(a) From continuing and discontinued operations

The calculation of the basic and diluted loss per share attributable to the owners of the Company is based on the following data:

	二零二三年 2023 千港元 HK\$'000	二零二二年 2022 千港元 HK\$'000
用以計算每股基本及攤薄虧損之本公司擁有人應佔本年度虧損	112,384	10,818
	股份數目 Number of shares	股份數目 Number of shares
用以計算每股基本虧損之普通股加權平均數目	14,367,101,072	14,367,101,072

由於假設行使購股權將導致每股攤薄虧損減少，故兩個年度均無呈列每股攤薄虧損。

No diluted loss per share is presented for both years since the assumed exercise of the share options would result in a decrease in diluted loss per share.

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15. 每股虧損 (續)

每股基本及攤薄虧損 (續)

(b) 來自持續經營

本公司擁有人應佔來自持續經營之每股基本及攤薄虧損乃根據以下數據計算：

	二零二三年 2023 千港元 HK\$'000	二零二二年 2022 千港元 HK\$'000	
來自持續經營之本年度虧損	Loss for the year from continuing operations	112,413	10,627

所使用之分母與上文詳述每股基本及攤薄虧損所使用者相同。

(c) 來自終止經營

截至二零二三年四月三十日止年度，來自終止經營之每股基本盈利為每股0.0002港仙（二零二二年：基本虧損為每股0.01港仙），乃根據來自終止經營之年度溢利29,000港元（二零二二年：虧損191,000港元）及上文所詳述之分母計算。

15. LOSS PER SHARE (CONTINUED)

Basic and diluted loss per share (Continued)

(b) From continuing operations

The calculation of the basic and diluted loss per share from continuing operations attributable to the owners of the Company is based on the following data:

	二零二三年 2023 千港元 HK\$'000	二零二二年 2022 千港元 HK\$'000
Loss for the year from continuing operations	112,413	10,627

The denominators used are the same as those detailed above for both basic and diluted loss per share.

(c) From discontinued operation

For the year end 30 April 2023, basic earnings per share from discontinued operation was HK\$0.0002 cents per share (2022: basic loss of HK\$0.01 cents per share), which were calculated based on the profit from discontinued operation for the year of HK\$29,000 (2022: loss of HK\$191,000) and the denominators detailed above.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

16. 物業、廠房及設備

16. PROPERTY, PLANT AND EQUIPMENT

		租賃土地 及樓宇 Leasehold land and buildings 千港元 HK\$'000	廠房及機器 Plant and machinery 千港元 HK\$'000	金屬管 及橋板 Metal tubes and catwalks 千港元 HK\$'000	吊船工作 台及相關 設備 Gondolas and related equipment 千港元 HK\$'000	汽車 Motor vehicles 千港元 HK\$'000	傢俬、裝 置及設 備 Furniture, fixtures and equipment 千港元 HK\$'000	總計 Total 千港元 HK\$'000
成本	Cost							
於二零二一年五月一日	At 1 May 2021	-	912	25,109	5,561	3,472	7,365	42,419
添置	Additions	-	-	2,961	46	330	6,579	9,916
出售	Disposals	-	-	-	-	-	-	-
撤銷	Written off	-	-	(1,037)	-	-	-	(1,037)
出售附屬公司沖回	Eliminated on disposal of a subsidiary	-	-	-	-	-	(929)	(929)
於二零二二年四月三十日	At 30 April 2022	-	912	27,033	5,607	3,802	13,015	50,369
添置	Additions	-	-	1,189	-	-	14	1,203
轉撥自使用權資產	Transfer from right-of-use assets	-	-	-	-	667	-	667
出售	Disposals	-	-	(27,080)	(7)	(1,589)	-	(28,676)
撤銷	Written off	-	-	-	-	-	(52)	(52)
於二零二三年四月三十日	At 30 April 2023	-	912	1,142	5,600	2,880	12,977	23,511
折舊	Depreciation							
於二零二一年五月一日	At 1 May 2021	-	717	23,709	4,040	2,628	7,041	38,135
本年度提撥	Provided for the year	-	67	707	506	254	365	1,899
出售沖回	Eliminated on disposals	-	-	-	-	-	-	-
撤銷沖回	Eliminated on written off	-	-	(630)	-	-	-	(630)
出售附屬公司沖回	Eliminated on disposal of a subsidiary	-	-	-	-	-	(838)	(838)
於二零二二年四月三十日	At 30 April 2022	-	784	23,786	4,546	2,882	6,568	38,566
本年度提撥	Provided for the year	-	64	603	462	420	1,365	2,914
轉撥自使用權資產	Transfer from right-of-use assets	-	-	-	-	489	-	489
於損益確認減值虧損	Impairment loss recognised in profit or loss	-	64	940	597	678	197	2,476
出售沖回	Eliminated on disposals	-	-	(24,187)	(5)	(1,589)	-	(25,781)
撤銷沖回	Eliminated on written off	-	-	-	-	-	(33)	(33)
於二零二三年四月三十日	At 30 April 2023	-	912	1,142	5,600	2,880	8,097	18,631
賬面值	Carrying Values							
於二零二三年四月三十日	At 30 April 2023	-	-	-	-	-	4,880	4,880
於二零二二年四月三十日	At 30 April 2022	-	128	3,247	1,061	920	6,447	11,803

鑑於分部存在減值跡象，本集團就物業、廠房及設備和使用權資產進行減值評估。可收回款額為公平值減出售成本與使用價值兩者之較高者。

截至二零二三年四月三十日止年度，物業、廠房及設備和使用權資產之可收回金額低於賬面值，物業、廠房及設備和使用權資產分別計提減值虧損2,476,000港元及2,024,000港元。

截至二零二二年四月三十日止年度，物業、廠房及設備和使用權資產之可收回金額高於賬面值，並無計提減值虧損。

In view of there are impairment indicators noted from segments, the Group performed impairment assessment of the property, plant and equipment and right-of-use assets. The recoverable amount is the higher of fair value less costs of disposal and value in use.

For the year ended 30 April 2023, the recoverable amount of property, plant and equipment and right-of-use assets are lower than the carrying amount, impairment loss of HK\$2,476,000 and HK\$2,024,000 were provided to property, plant and equipment and right-of-use assets respectively.

For the year ended 30 April 2022, the recoverable amount of property, plant and equipment and right-of-use assets were higher than the carrying amount, no impairment loss was provided.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

17. 使用權資產

17. RIGHT-OF-USE ASSETS

		租賃物業		汽車		總計	
		二零二三年	二零二二年	二零二三年	二零二二年	二零二三年	二零二二年
		2023	2022	2023	2022	2023	2022
		千港元	千港元	千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
於五月一日	At 1 May						
賬面值	Carrying amount	1,430	2,320	2,168	995	3,598	3,315
於四月三十日	At 30 April						
賬面值	Carrying amount	-	1,430	-	2,168	-	3,598
截至四月三十日止年度	For the year ended 30 April						
折舊費用	Depreciation charge	854	2,847	542	874	1,396	3,721
與短期租賃有關之費用	Expenses relating to short-term leases	2,417	872	-	-	2,417	872
租賃之現金流出總額	Total cash outflow for leases	5,165	5,172	678	813	5,843	5,985
使用權資產添置	Additions to right-of-use assets	-	2,566	-	2,047	-	4,613
出售附屬公司沖回	Eliminated on disposal of a subsidiary	-	609	-	-	-	609
轉撥至物業、廠房及設備	Transfer to PPE	-	-	178	-	178	-
已確認減值虧損	Impairment loss recognised	576	-	1,448	-	2,024	-

本集團於本年度為其營運租賃辦公室及倉庫。除短期租賃外，已訂立租賃合約的固定期限為一至三年（二零二二年：一至三年）。本集團在釐定租期及評估不可撤銷的期限時，採用合約的定義並釐定合約可強制執行的期限。

租賃承擔

本集團就辦公室及倉庫訂立短期租賃。於二零二三年及二零二二年四月三十日，短期租賃投資組合與短期開支計入租金及相關開支並在上文中披露的短期租賃投資組合相若。

於二零二三年及二零二二年四月三十日，本集團並無可變租賃付款的租賃。租賃協議並無施加任何僅可由本集團而非個別出租人行使之延長或終止選擇權。

此外，本集團之汽車租賃負債零港元（二零二二年：2,168,000港元）以出租人押記使用權資產的方式抵押。

For current year, the Group leases offices and warehouses for its operations. Except for short-term leases, lease contracts are entered into for fixed term of one to three years (2022: one to three years). In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

Leases committed

The Group entered into short-term leases for offices and warehouses. As at 30 April 2023 and 2022, the portfolio of short-term leases is similar to the portfolio of short-term leases to which the short-term expense included in rental and related expenses and disclosed in above.

As at 30 April 2023 and 2022, the Group has no lease with variable lease payment. The lease agreements do not impose any extension or termination options which are exercisable only by the Group and not by the respective lessors.

In addition, the Group's lease liabilities of motor vehicles for the amount of HK\$Nil (2022: HK\$2,168,000) are secured by the lessor's charge over the right-of-use assets.

18. 無形資產

18. INTANGIBLE ASSET

		經紀執照 Broker License 千港元 HK\$'000
成本	COST	
於二零二一年五月一日、二零二二年四月三十日 及二零二三年四月三十日	At 1 May 2021, 30 April 2022 and 30 April 2023	41,900
減值	IMPAIRMENT	
於二零二一年五月一日、二零二二年四月三十日 及二零二三年四月三十日	At 1 May 2021, 30 April 2022, and 30 April 2023	41,900
賬面值	CARRYING VALUE	
於二零二三年四月三十日	At 30 April 2023	-
於二零二二年四月三十日	At 30 April 2022	-

無形資產指經紀執照。經紀執照可每年按最低成本重續。董事認為，本集團將持續重續執照，並有能力如此行事。本集團管理層已進行包括市場及競爭在內的各種研究，研究表明，執照對於預期其為本集團產生現金流量淨額之期間並無可預見之限制。

因預計經紀執照可無限期帶來現金流入淨額，故董事認為經紀執照具有無限使用年期。經紀執照不會攤銷直至限定其可使用年期。相反，經紀執照每年及每當有跡象顯示其可能減值時進行減值測試。

無形資產已於本年度出售。出售之詳情載於附註28。

19. 於合營公司之權益

本集團於一間合營公司 Favourite Number Limited (一間於英屬維爾京群島註冊成立的公司) 持有43% (二零二二年: 43%) 股本權益，投資成本為43美元 (「美元」) (335港元等值)。根據合營公司協議，本集團與另一名股東共同控制合營公司的財務及營運政策。由於合營公司於截至二零二三年及二零二二年四月三十日止年度並未開始營業，故並無於綜合財務報表披露合營公司的財務資料。

The intangible asset represents broker license. The license can be renewed every year at minimal cost. The Directors are of the opinion that the Group would renew the license continuously and has the ability to do so. Varied studies including market and competitive have been performed by management of the Group, which supports that the licence has no foreseeable limit to the period over which the license are expected to generate net cash flows for the Group.

As a result, the license is considered by the Directors as having an indefinite useful life because it is expected to contribute to net cash inflows indefinitely. The license will not be amortised until its useful life is determined to be finite. Instead it will be tested for impairment annually and whenever there is an indication that it may be impaired.

The intangible asset was being disposed in the current year. Details of the disposal are set out in note 28.

19. INTERESTS IN A JOINT VENTURE

The Group holds 43% (2022: 43%) equity interest with investment cost of United States Dollar ("US\$") US\$43 (equivalent to HK\$335) in a joint venture named Favourite Number Limited, which is a company incorporated in BVI. Based on the joint venture agreement, the Group and another shareholder jointly control over the financial and operating policy of the joint venture. No financial information of the joint venture has been disclosed in these consolidation financial statements as the joint venture did not commence business during the years ended 30 April 2023 and 2022.

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20. 按公平值計入其他全面收益之權益工具

20. EQUITY INSTRUMENTS AT FVTOCI

		二零二三年 2023 千港元 HK\$'000	二零二二年 2022 千港元 HK\$'000
於香港上市的股本證券(附註a)	Equity securities listed in Hong Kong (Note a)	2,225	3,372
按公平值計入之非上市投資基金(附註b)	Unlisted investment funds at fair value (Note b)	-	-
		2,225	3,372
作報告用途分析為以下項目： 非流動資產	Analysed for reporting purposes as: Non-current assets	2,225	3,372

附註：

- (a) 上述上市股本投資指香港上市實體之普通股。該等投資乃為長期策略目的而持有。董事已選擇將該等權益工具投資指定為按公平值計入其他全面收益。
- (b) 於二零二二年四月三十日非上市投資基金的公平值已參考投資基金之基金管理人於報告日期提供的平倉價格(即每股資產淨值)而釐定。董事相信，投資基金之基金管理人所提供的估計公平值乃屬合理，並為報告期末之最恰當價值。該基金於截至二零二二年四月三十日止年度內出售。

Notes:

- (a) The above listed equity investments represent ordinary shares of entities listed in Hong Kong. These investments are held for long-term strategic purposes. The Directors have elected to designate these investments as equity instruments at FVTOCI.
- (b) The fair values of the unlisted investment funds as at 30 April 2022 have been determined by reference to the exit prices (i.e. net asset value per share) provided by the fund manager of the investment funds at the reporting date. The Directors believe that the estimated fair values provided by the fund manager of the investment funds are reasonable, and that is the most appropriate value at the end of the reporting periods. The fund was disposed during the year ended 30 April 2022.

21. 應收貸款及利息

21. LOAN AND INTEREST RECEIVABLES

		二零二三年 2023 千港元 HK\$'000	二零二二年 2022 千港元 HK\$'000
應收貸款及利息	Loan and interest receivables	684,439	641,762
減：信貸虧損撥備	Less: Allowance for credit losses	(240,051)	(155,496)
		444,388	486,266

本集團應收固定利率貸款面對的利率風險及其合約到期日如下：

The exposure of the Group's fixed rate loan receivables to interest rate risks and their contractual maturity dates are as follows:

		二零二三年 2023 千港元 HK\$'000	二零二二年 2022 千港元 HK\$'000
一年內到期款項	Amounts fall due within one year	418,061	246,435
第一年至第二年在內到期款項	Amounts fall due within one to second year	26,327	213,718
第二年至第五年在內到期款項	Amounts fall due within second to fifth year	-	26,113
		444,388	486,266

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

21. 應收貸款及利息 (續)

21. LOAN AND INTEREST RECEIVABLES
(CONTINUED)

於報告日期，應收貸款及利息包括：

At the reporting date, loan and interest receivables consisted of:

		二零二三年 2023 千港元 HK\$'000	二零二二年 2022 千港元 HK\$'000
以擔保人作抵押之金額	Amounts secured with guarantor	96,557	54,353
以證券作抵押之金額 (附註a)	Amounts secured with securities (Note a)	142,274	109,910
無抵押之金額	Amounts unsecured	205,557	322,003
		444,388	486,266

附註：

Notes:

(a) 有關證券為聯交所上市公司之普通股。

(a) The securities are ordinary shares of companies listed on the Stock Exchange.

於二零二三年四月三十日，本集團應收貸款及利息結餘包括於報告日期已逾期賬面總值約為38,726,000港元（二零二二年：62,882,000港元）的應收賬款，其中約25,185,000港元（二零二二年：26,656,000港元）已逾期少於30日，約零港元（二零二二年：4,415,000港元）已逾期超過30日但不超過90日，約零港元（二零二二年：18,373,000港元）已逾期超過90日但不超過180日，約零港元（二零二二年：10,000,000港元）已逾期超過180日但不超過1年，及約13,541,000港元（二零二二年：3,438,000港元）已逾期超過1年。董事認為，逾期超過90日的應收貸款及利息之信貸風險已大幅上升及該等已逾期超過180日的應收貸款及利息被視為已出現信貸減值。

As at 30 April 2023, included in the Group's loan and interest receivables balance are debtors with aggregate gross carrying amount of approximately HK\$38,726,000 (2022: HK\$62,882,000) which are past due as at the reporting date, of which approximately HK\$25,185,000 (2022: HK\$26,656,000) has been past due less than 30 days, approximately HK\$Nil (2022: HK\$4,415,000) has been past due more than 30 days but less than 90 days, approximately HK\$Nil (2022: HK\$18,373,000) has been past due more than 90 days but less than 180 days, approximately HK\$Nil (2022: HK\$10,000,000) has been past due more than 180 days but less than 1 year, and approximately HK\$13,541,000 (2022: HK\$3,438,000) has been past due more than 1 year. The Directors consider credit risks of loan and interest receivables that are past due more than 90 days have increased significantly and those past due more than 180 days are considered as credit-impaired.

於二零二三年四月三十日的應收貸款及利息賬面值包括累計信貸虧損撥備240,051,000港元（二零二二年：155,496,000港元）。

Included in the carrying amount of loan and interest receivables as at 30 April 2023 is accumulated allowance for credit losses of HK\$240,051,000 (2022: HK\$155,496,000).

於截至二零二三年四月三十日止年度，應收貸款及利息按訂約方相互協定之固定利率計息，介乎每年7厘至40.6厘（二零二二年：7厘至22厘）。

During the year ended 30 April 2023, loan and interest receivables were charged on fixed interest rate mutually agreed between the contracting parties, ranging from 7% to 40.6% (2022: 7% to 22%) per annum.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

22. 預付款項、按金及其他應收款項

預付款項、按金及其他應收款項之詳情如下：

22. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

Details of prepayments, deposits and other receivables are as follows:

		二零二三年 2023 千港元 HK\$'000	二零二二年 2022 千港元 HK\$'000
預付款項	Prepayments	4,801	5,667
按金	Deposits	1,338	1,524
其他應收款項	Other receivables	3,513	6,995
		9,652	14,186
作報告用途分析為以下項目：	Analysed for reporting purpose as:		
非流動資產	Non-current assets	1,111	961
流動資產	Current assets	8,541	13,225

附註：於二零二三年及二零二二年四月三十日，所有貸款均為非貿易性質、無抵押並按還款計劃償還。

Note: As at 30 April 2023 and 2022, all of the loans are non-trade nature, unsecured and repayable according to repayment schedule.

23. 應收賬款

23. TRADE RECEIVABLES

		二零二三年 2023 千港元 HK\$'000	二零二二年 2022 千港元 HK\$'000
自下列各項所得應收賬款	Trade receivables from		
– 為建築及建造工程提供棚架 搭建、精裝修及其他輔助服務 (附註a)	– Scaffolding, fitting out and other auxiliary services for construction and buildings work (Note a)	35,306	41,042
減：信貸虧損撥備	Less: Allowance for credit losses	(1,735)	(336)
		33,571	40,706

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

23. 應收賬款 (續)

附註：

- (a) 就為建築及建造工程提供棚架搭建、精裝修及其他輔助服務而向每名個別客戶提供之信貸期乃根據有關投標書或合約訂明之付款條款而提供。於報告期末基於發票日期及扣除信貸虧損撥備之應收賬款賬齡分析如下：

		二零二三年 2023 千港元 HK\$'000	二零二二年 2022 千港元 HK\$'000
90日內	Within 90 days	22,793	35,105
91至180日	91 to 180 days	5,961	3,714
181至365日	181 to 365 days	3,884	67
超過1年	Above 1 year	933	1,820
		33,571	40,706

於二零二三年四月三十日，本集團應收賬款結餘包括於報告日期已逾期的賬面總值約為10,854,000港元（二零二二年：4,839,000港元）的應收賬款。於該等已逾期結餘中，約6,694,000港元（二零二二年：1,544,000港元）已逾期超過90日，但並未被視為違約且仍被視為可收回。本集團並無就該等結餘持有任何抵押品。

並無附註38所載來自為建築及建造工程提供棚架搭建、精裝修及其他輔助服務之應收賬款（二零二二年：約3,021,000港元）已被抵押作為授予本集團一般銀行融資之擔保。

23. TRADE RECEIVABLES (CONTINUED)

Notes:

- (a) The credit terms given to each individual customer of scaffolding, fitting out and other auxiliary services for construction and buildings work were in accordance with the payment terms stipulated in the relevant tenders or contracts. The ageing analysis of trade receivables as at the end of the reporting period, based on the invoice date and net of allowance for credit losses is as follows:

As at 30 April 2023, included in the Group's trade receivables balance are debtors with aggregate carrying amount of approximately HK\$10,854,000 (2022: HK\$4,839,000), which are past due as at the reporting date. Out of the past due balances, approximately HK\$6,694,000 (2022: HK\$1,544,000) has been past due more than 90 days and is not considered as in default as and the amounts are still considered recoverable. The Group does not hold any collateral over these balances.

No trade receivables from scaffolding, fitting out and other auxiliary services for construction and buildings work (2022: approximately HK\$3,021,000) are set out in note 38 have been pledged to secure general banking facilities granted to the Group.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

24. 合約資產

24. CONTRACT ASSETS

		於二零二三年 四月三十日 At 30 April 2023 千港元 HK\$'000	於二零二二年 四月三十日 At 30 April 2022 千港元 HK\$'000
來自為建築及建造工程提供棚架 搭建、精裝修及其他輔助服務的 合約資產	Contract assets from scaffolding, fitting out and other auxiliary services for construction and buildings works		
分析為流動：	Analysed as current:		
未開單收益 (附註 a)	Unbilled revenue (Note a)	4,250	5,866
應收保固金 (附註 b)	Retention monies receivables (Note b)	5,850	7,223
		10,100	13,089

附註：

- (a) 合約資產中的未開單收益指本集團就已完工但尚未開單的工程收取代價的權利，原因為有關權利須待客戶接納本集團完成的合約工程後方可作實且有關於工程須經客戶或外部測量師認證。合約資產於權利成為無條件時（通常為本集團自客戶或外部測量師取得已完工合約工程的認證時）轉撥至應收賬款。
- (b) 合約資產中的應收保固金指尚未向客戶開單的款項，須待棚架搭建、精裝修及其他輔助服務合約的缺陷責任期屆滿。應收保固金於權利成為無條件時轉撥至應收賬款。應收保固金為無抵押、免息及應於個別合約缺陷責任期結束時收回。本集團並無就該等結餘持有任何抵押品。

本集團將該等合約資產分類為流動資產，乃由於本集團預期於其正常營運週期內變現該等資產。

如附註38所載，於二零二三年四月三十日，並無來自為建築及建造工程提供棚架搭建、精裝修以及其他輔助服務的合約資產（二零二二年：41,000港元）已被抵押作為授予本集團之一般銀行融資的擔保。

合約資產的減值評估詳情載於附註42。

Notes:

- (a) Unbilled revenue included in contract assets represents the Group's right to receive consideration for work completed but not yet billed because the rights are conditional upon the satisfaction by the customers on the contract work completed by the Group and the work is pending for the certification by the customers or external surveyors. The contract assets are transferred to the trade receivables when the rights become unconditional, which is typically at the time the Group obtains the certification of the completed contract work from the customers or external surveyors.
- (b) Retention monies receivables included in contract assets represents amounts not yet billed to customers which is conditional until the expiry of defect liability period in respect of scaffolding, fitting out and other auxiliary services contracts. The retention receivables are transferred to the trade receivables when the rights become unconditional. Retention monies receivables are unsecured, interest-free and recoverable at the end of the defect liability period of individual contracts. The Group does not hold any collateral over these balances.

The Group classifies these contract assets as current because the Group expects to realise them in its normal operating cycle.

As at 30 April 2023, no contract assets from scaffolding, fitting out and other auxiliary services from construction and buildings work (2022: HK\$41,000) which are set out in note 38 have been pledged to secure general banking facilities granted to the Group.

Details of the impairment assessment of contract assets are set out in note 42.

25. 存貨

25. INVENTORIES

		二零二三年 2023 千港元 HK\$'000	二零二二年 2022 千港元 HK\$'000
原材料	Raw materials	477	866

26. 按公平值計入損益之金融資產

26. FINANCIAL ASSETS AT FVTPL

		二零二三年 2023 千港元 HK\$'000	二零二二年 2022 千港元 HK\$'000
持作買賣香港上市股本證券	Hong Kong listed equity securities held for trading	45,271	71,953
作報告用途分析為以下項目： 流動資產	Analysed for reporting purpose as: Current assets	45,271	71,953

上市證券的公平值乃根據香港活躍市場買入價釐定。

The fair values of listed securities are based on the bid prices quoted in active markets in Hong Kong.

27. 已抵押銀行存款、銀行結餘及現金

27. PLEDGED BANK DEPOSIT, BANK BALANCES AND CASH

已抵押銀行存款

Pledged bank deposit

已抵押銀行存款按0.28% (二零二二年：介乎0.0001%至0.28%)之利率計息，指為獲得授予本集團之銀行融資而向銀行抵押之存款。概無存款 (二零二二年：14,707,000港元) 已為獲得銀行透支予以抵押，因此分類為轉換資產。

Pledged bank deposit carries interest rate of 0.28% (2022: a range of 0.0001% to 0.28%) and represents deposit pledged to bank to secure banking facility granted to the Group. No deposit (2022: amounting to HK\$14,707,000) has been pledged to secure bank overdraft and therefore classified as convert asset.

銀行結餘及現金－信託賬戶

Bank balances and cash – trust account

本集團於認可機構並無開立獨立賬戶 (二零二二年：約2,000港元)，以於日常業務過程中持有客戶資金。本集團亦已確認應付相關客戶及其他相關客戶以及其他機構的相應應付賬款。然而，本集團現時並無可把該等應付賬款與所存入存款抵銷之可強制執行權利。

The Group does not maintain segregated accounts (2022: approximately of HK\$2,000) with authorised institutions to hold client money in the normal course of business. The Group has also recognised the corresponding trade payables to respective clients and other respective clients and other institutions. However, the Group does not have a currently enforceable right to offset those payables with the deposits placed.

銀行結餘及現金－一般賬戶

Bank balances and cash – general accounts

銀行結餘及現金包括本集團所持之現金及原到期日為三個月或以下之短期銀行存款。銀行結餘按介乎0%至0.45% (二零二二年：0%至0.45%)之利率計息。

Bank balances and cash comprise cash held by the Group and short term bank deposit with an original maturity of three months or less. The bank balances carry interest at rates ranging from 0% to 0.45% (2022: 0% to 0.45%).

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

28. 出售附屬公司收益

二零二三年度

藍塘創投有限公司

於二零二二年八月八日，本公司（作為賣方）與本集團之獨立第三方天龍國際投資（控股）有限公司、伸達顧問有限公司及 Suncorp Investment Holdings Limited（作為買方）（「買方」）訂立買賣協議（「買賣協議」），據此本公司有條件同意出售而買方有條件同意購買本公司全資附屬公司（該公司完全控制伸達資產管理有限公司）之全部已發行股本，總代價為530,000港元。

對出售附屬公司收益115,000港元之分析如下：

28. GAIN ON DISPOSAL OF SUBSIDIARIES

Year 2023

Blue Pool Ventures Limited

On 8 August 2022, the Company as the vendor entered into a sale and purchase agreement (the “S&P Agreement”) with Draco International Investment (Holdings) Limited, Mass Fidelity Consulting Limited and Suncorp Investment Holdings Limited (the “Buyers”) as purchaser, being independent third parties of the Group, pursuant to which the Company conditionally agreed to sell, and the Buyer conditionally agreed to buy the entire issued share capital of a wholly-owned subsidiary of the Company, which fully controlled in Mass Fidelity Asset Management Limited, for a total consideration of HK\$530,000.

Gain on disposal of the subsidiaries amounted to HK\$115,000 was analysed as follows:

		千港元 HK\$'000
應收代價	Consideration receivables	530
無形資產	Intangible asset	–
銀行結餘及現金	Bank balances and cash	223
銀行結餘及現金－信託賬戶	Bank balances and cash – trust account	9
按金	Deposits	386
其他應收款項及預付款項	Other receivables and prepayment	679
應退回稅項	Tax recoverable	94
應付賬款及其他應付款項	Trade and other payables	(913)
遞延稅項負債	Deferred tax liabilities	(63)
已出售資產淨值	Net assets disposed of	415
出售附屬公司之收益：	Gain on disposal of subsidiaries:	
應收代價	Consideration receivables	530
已出售資產淨值	Net assets disposed of	(415)
交易費用*	Transaction costs*	–
出售附屬公司之收益	Gain on disposal of subsidiaries	115
出售產生之現金流出淨額：	Net cash outflow arising on disposal:	
已出售銀行結餘及現金	Bank balance and cash disposed of	(223)

* 交易成本（包括與出售交易有關之直接成本）低於1,000港元。

* Transaction costs included the direct cost related to disposal transaction were less than HK\$1,000.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

28. 出售附屬公司收益 (續)

二零二二年度

滙隆集團有限公司

於二零二一年二月八日，本公司（作為賣方）與一間於香港註冊成立之有限公司（「買方」，作為買方，由董事會主席兼執行董事蘇博士及執行董事黎婉薇最終實益擁有）訂立買賣協議（「買賣協議」），據此，本公司有條件同意出售，而買方有條件同意購買本公司全資附屬公司（即滙隆集團有限公司，從事物業控股業務）之全部已發行股本，代價約為78,038,000港元。

本集團隨後已租回該物業繼續用作辦公，租期為2年且無延長選擇權。

出售事項已於二零二一年五月三十一日完成。

對出售附屬公司收益27,657,000港元分析如下：

28. GAIN ON DISPOSAL OF SUBSIDIARIES

(CONTINUED)

Year 2022

Wui Loong Holdings Company Limited

On 8 February 2021, the Company as vendor entered into a sale and purchase agreement (the “S&P Agreement”) with a company incorporated in Hong Kong with limited liability (the “Buyer”) as purchaser, being ultimately beneficially owned by Dr. So, the chairman of the Board and an executive Director, and Lai Yuen Mei, Rebecca, an executive Director, pursuant to which the Company conditionally agreed to sell, and the Buyer conditionally agreed to buy the entire issued share capital of a wholly owned subsidiary of the Company, namely as Wui Loong Holdings Company Limited which was engaged in the business of property holding, for a consideration of HK\$78,038,000.

The Group has subsequently leased back the property continued to use as its office for a lease term of 2 years without extension option.

The Disposal has been completed on 31 May 2021.

Gain on disposal of the subsidiary amounted to HK\$27,657,000 was analysed as follows:

		千港元 HK\$'000
已收代價	Consideration received	78,038
投資物業	Investment properties	46,921
廠房及設備	Plant and equipment	
– 租賃土地及樓宇	– Leasehold land and buildings	5,981
– 傢俬及裝置	– Furniture and fixtures	265
銀行結餘及現金	Bank balances and cash	121
按金及其他應收款項	Deposits and other receivables	202
應退回稅項	Tax recoverables	610
應付賬款及其他應付款項	Trade and other payables	(231)
其他貸款	Other loan	(6,000)
遞延稅項負債	Deferred tax liabilities	(101)
已出售資產淨值	Net assets disposed of	47,768
出售附屬公司收益：	Gain on disposal of subsidiary:	
已收代價	Consideration received	78,038
已出售資產淨值	Net assets disposed of	(47,768)
交易成本	Transaction costs	(458)
銷售及回租安排	Sales and leaseback arrangement	(2,155)
出售附屬公司收益	Gain on disposal of subsidiaries	27,657
本年度出售產生的現金流入淨額：	Net cash inflow arising from disposal for the year:	
已收代價	Consideration received	78,038
上一年已收按金	Deposit already received in prior year	(7,588)
交易成本	Transaction costs	(458)
已出售銀行結餘及現金	Bank balance and cash disposed of	(121)
銀行借貸及相關利息	Bank borrowing & related interest	(7,556)
現金流入淨額	Net cash inflow	62,315

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

28. 出售附屬公司收益 (續)

二零二二年度 (續)

昇億有限公司

於二零二二年四月二十九日，本集團完成向獨立第三方出售直接擁有附屬公司昇億有限公司（「昇億」，持有森基設計工程控股有限公司（「森基」）之51%權益）之100%權益，代價為100美元（相等於780港元）。

出售附屬公司收益6,789,000港元分析如下：

28. GAIN ON DISPOSAL OF SUBSIDIARIES (CONTINUED)

Year 2022 (Continued)

Up Billion Limited

On 29 April 2022, the Group completed the disposal of 100% interest in an directly-owned subsidiary, Up Billion Limited (“Up Billion”), which holds 51% equity interest in Sense Key Design Holdings Limited (“Sense Key”) to an independent third party, for a consideration of USD100 (equivalent to HK\$780).

Gain on disposal of the subsidiaries amounted to HK\$6,789,000 was analysed as follows:

		千港元 HK\$'000
已收代價	Consideration received	1
廠房及設備	Plant and equipment	91
使用權資產	Right-of-use assets	609
銀行結餘及現金	Bank balances and cash	295
應收賬款及按金	Trade receivables and deposits	4
其他應收款項、預付款項及臨時付款	Other receivables, prepayment and temporary payment	545
應退回稅項	Tax recoverable	75
應付賬款及其他應付款項	Trade and other payables	(3,016)
租賃負債	Lease liabilities	(612)
應付董事款項	Amount due to directors	(11,301)
已出售負債淨值	Net liabilities disposed of	(13,310)
出售附屬公司收益：	Gain on disposal of subsidiaries:	
已收代價	Consideration received	1
已出售負債淨值	Net liabilities disposed of	13,310
非控股權益	Non-controlling interests	(6,522)
交易成本*	Transaction costs*	-
出售附屬公司收益	Gain on disposal of subsidiaries	6,789
出售產生的現金流出淨額：	Net cash outflow arising on disposal:	
已收代價	Consideration received	1
交易成本*	Transaction costs*	-
已出售銀行結餘及現金	Bank balance and cash disposed of	(295)
現金流出淨額	Net cash outflow	(294)

* 交易成本（包括與出售交易有關之直接成本）低於1,000港元。

* Transaction costs included the direct cost related to disposal transaction were less than HK\$1,000.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

29. 應付賬款及其他應付款項

29. TRADE AND OTHER PAYABLES

		二零二三年 2023 千港元 HK\$'000	二零二二年 2022 千港元 HK\$'000
應付賬款 (附註 a)	Trade payables (Note a)	10,751	16,692
其他應付款項 (附註 b)	Other payables (Note b)	19,815	11,969
應計費用	Accruals	4,409	4,469
應付賬款及其他應付款項總額	Total trade and other payables	34,975	33,130

附註：

Notes:

(a) 以下為其他貿易債權人之應付賬款根據發票日期的賬齡分析：

(a) The following is an ageing analysis of trade payables to other trade creditors based on the invoice date:

		二零二三年 2023 千港元 HK\$'000	二零二二年 2022 千港元 HK\$'000
90日內	Within 90 days	4,513	11,387
91至180日	91 to 180 days	762	1,700
181至365日	181 to 365 days	4,462	3,213
多於365日	More than 365 days	1,014	392
		10,751	16,692

上述應付賬款之平均信貸期介乎30天至90天。本集團已制定財務風險管理政策，確保所有應付款項於信貸期內償還。

The average credit period ranged from 30 days to 90 days. The Group has financial risk management policies in place to ensure that all payables are settled within the credit timeframe.

(b) 於其他應付款項中，12,500,000港元（二零二二年：7,900,000港元）為應付一間由本公司一名董事（該董事於二零二二年五月二日辭任）擁有的關連公司的款項，2,400,000港元（二零二二年：2,400,000港元）為應付本公司一名董事（該董事於二零二三年五月二日辭任）的專利款項及2,570,000港元（二零二二年：零港元）應付本公司一名董事（該董事於二零二二年十二月十九日辭任）款項。

(b) Included in other payables, HK\$12,500,000 (2022: HK\$7,900,000) was amount due to a related company, owned by a director of the Company who resigned on 2 May 2022, HK\$2,400,000 (2022: HK\$2,400,000) was the patent amount payable to a director of the Company who resigned on 2 May 2023 and HK\$2,570,000 (2022: HK\$Nil) was amount due to a director of the Company who resigned on 19 December 2022.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

30. 合約負債

30. CONTRACT LIABILITIES

	二零二三年 2023 千港元 HK\$'000	二零二二年 2022 千港元 HK\$'000
來自為建築及建造工程提供棚架搭建、 精裝修及其他輔助服務的應付客戶款項		
分析為流動	13,373	17,288
預期將於本集團正常營運週期內結付的合約 負債分類為流動負債。		

影響已確認合約負債金額的一般付款
條款如下：

Typical payment terms which impact on the amount of
contract liabilities recognised are as follows:

為建築及建造工程提供棚架搭建、精裝修及
其他輔助服務

Scaffolding, fitting out and other auxiliary services for construction and
buildings work

倘本集團於建築活動開始前自其客戶收取前
期付款或現金墊款，此舉將於合約開始時產
生合約負債，直至就相關合約確認的收益超
過現金墊款金額為止。

When the Group receives upfront payment or cash advances from its
customers before the construction activity commences, this will give rise to
contract liabilities at the start of a contract, until the revenue recognised on the
relevant contract exceeds the amount of the cash advance.

31. 租賃負債

31. LEASE LIABILITIES

	二零二三年 2023 千港元 HK\$'000	二零二二年 2022 千港元 HK\$'000
應付租賃負債：		
一年內	1,027	2,602
超過一年，但不超過兩年之期間	352	1,027
超過兩年，但不超過五年之期間	243	595
	1,622	4,224
減：流動負債項下列示之應 於一年內結算之款項	(1,027)	(2,602)
非流動負債項下列示之應 於一年後結算之款項	595	1,622

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

32. 銀行借貸及銀行透支

於二零二三年四月三十日，所有銀行借貸及銀行透支已獲償付。

於二零二二年四月三十日，銀行借貸及銀行透支以本集團之自有物業、若干應收賬款、若干合約資產及本公司企業擔保作抵押。到期應付款項乃以貸款協議所載計劃還款日期為基準。

於二零二二年四月三十日，本集團所有銀行借貸及銀行透支乃按一個月香港銀行同業拆息（「香港銀行同業拆息」）加2.5厘或港元定期存款年利率加1厘。本集團銀行借貸及銀行透支的實際利率範圍為年利率1.11厘至2.95厘。

有關銀行借貸及銀行透支的已抵押資產之詳情載於附註38。

本集團所有銀行借貸及銀行透支均須按要求償還或於一年內償還。

33. 其他貸款及其他借貸

於本年度，滙隆集團有限公司發行以下5類息票債券：

- (a) 本公司於二零二一年六月三日發行面值為20,000,000港元、票息為6.5厘之兩年期息票非上市普通債券。實際年利率為9.73%。本公司及債券持有人可於債券發行日期起三個月後及到期日前要求提前贖回有關債券。
- (b) 本公司於二零二一年八月十八日發行面值為5,000,000港元、票息為11厘之兩年期息票非上市普通債券。實際年利率為9.33%。本公司及債券持有人可於債券發行日期起一個月後及到期日前要求提前贖回有關債券。
- (c) 本公司於二零二一年八月十八日發行面值為5,000,000港元、票息為6.5厘之兩年期息票非上市普通債券。實際年利率為9.33%。本公司及債券持有人可於債券發行日期起一個月後及到期日前要求提前贖回有關債券。

32. BANK BORROWINGS AND BANK OVERDRAFTS

As at 30 April 2023, all bank borrowings and bank overdrafts were repaid.

As at 30 April 2022, bank borrowings and bank overdrafts were secured by the Group's self-owned properties, certain trade receivables, certain contract assets and the Company's corporate guarantee. The amounts due are based on scheduled repayment dates set out in the loan agreements.

All the Group's bank borrowings and bank overdrafts carried variable interest at 1-month Hong Kong Interbank Offered Rate (the "HIBOR") plus 2.5% per annum or from fixed deposit rate plus 1% as at 30 April 2022. The effective interest rate for the Group's bank borrowings and bank overdrafts ranged from 1.11% to 2.95% per annum.

Details of the pledged assets for the bank borrowings and bank overdrafts are set out in note 38.

All of the Group's bank borrowings and bank overdrafts are repayable on demand or repayable within one year.

33. OTHER LOAN AND OTHER BORROWINGS

During the current year, WLS Holdings Limited issued 5 coupon bonds as follows:

- (a) A 2-year 6.5% coupon unlisted straight bond at a nominal value of HK\$20,000,000 was issued by the Company on 3 June 2021. The effective interest rate is 9.73% per annum. The Company and the bondholder may request early redemption of the bond after three months of the issuance date of the bond and before the maturity date.
- (b) A 2-year 11% coupon unlisted straight bond at a nominal value of HK\$5,000,000 was issued by the Company on 18 August 2021. The effective interest rate is 9.33% per annum. The Company and the bondholder may request early redemption of the bond after one month of the issuance date of the bond and before the maturity date.
- (c) A 2-year 6.5% coupon unlisted straight bond at a nominal value of HK\$5,000,000 was issued by the Company on 18 August 2021. The effective interest rate is 9.33% per annum. The Company and the bondholder may request early redemption of the bond after one month of the issuance date of the bond and before the maturity date.

33. 其他貸款及其他借貸 (續)

- (d) 本公司於二零二二年三月二十三日發行面值為3,000,000港元、票息為6.5厘之兩年期息票非上市普通債券。實際年利率為7.67%。本公司及債券之債券持有人不可選擇提前贖回。
- (e) 本公司於二零二二年四月二十七日發行面值為5,800,000港元、票息為6.5厘之五年期息票非上市普通債券。實際年利率為8.32%。本公司及債券持有人可於債券發行日期起一個月後及到期日前要求提前贖回有關債券。

本公司間接全資附屬公司金徽香港有限公司(「金徽」)於二零二零年十月三十一日發行本金額為42,000,000港元、票息為8厘之五年期息票債券，其乃由本公司企業擔保作抵押。全部本金額須於其到期日償還。本公司及債券持有人可於債券發行日期起三個月後要求提前贖回有關債券。自二零二二年二月一日起，利率已更改為6.5%。根據定量測試，利率的修改被認為屬非實質性。根據新條款，債券期的剩餘現金流按原實際利率折現的淨現值小於10%。因此，於修改日期對債券賬面金額的調整於損益確認。

金徽於二零一九年十月二十八日發行面值為20,000,000港元、票息為8.5厘之三年期息票非上市普通債券，其乃由本公司企業擔保作抵押。本公司及債券持有人可要求於債券發行日期三個月後提前贖回債券。自二零二二年二月一日起，利率已更改為6.5%。根據定量測試，利率的修改被認為屬非實質性。根據新條款，債券期的剩餘現金流按原實際利率折現的淨現值小於10%。因此，於修改日期對債券賬面金額的調整於損益確認。債券獲延期至二零二四年十月二十七日(條款並無變動)。

金徽於二零二零年九月十六日發行之面值為18,000,000港元的無息擔保債券，將自發行日期起第三週年日期(二零二二年：第二週年日期)到期。艾碩有限公司可全權酌情將原債券返還予擔保人。

金徽發行之債券均須按要求償還或於一年內償還。

33. OTHER LOAN AND OTHER BORROWINGS (CONTINUED)

- (d) A 2-year 6.5% coupon unlisted straight bond at a nominal value of HK\$3,000,000 was issued by the Company on 23 March 2022. The effective interest rate is 7.67% per annum. No early redemption option for both the Company and the bondholder of the bond.
- (e) A 5-year 6.5% coupon unlisted straight bond at a nominal value of HK\$5,800,000 was issued by the Company on 27 April 2022. The effective interest rate is 8.32% per annum. The Company and the bondholder may request early redemption of the bond after one month of the issuance date of the bond and before the maturity date.

Gold Medal Hong Kong Limited (“Gold Medal”), an indirect wholly-owned subsidiary of the Company, issued a 5-year 8% coupon bond in the principal amount of HK\$42,000,000 on 31 October 2020 which were secured by the Company’s corporate guarantee. The whole principal amount is repayable at the date of its maturity. The Company and the bondholder may request early redemption of the bond after 3 months of the issuance date of the bond. The interest rate has been changed to 6.5% since 1 February 2022. The modification of interest rate was considered as non-substantial under quantitative test, in which the net present value of the cash flow under the new terms discounted at the original effective interest rate for the remaining cash flow of the bond period is less than 10%. Therefore, the adjustment to the carrying amount of the bond is recognised in profit or loss at the date of modification.

A 3-year 8.5% coupon unlisted straight bond at a nominal value of HK\$20,000,000 was issued by Gold Medal on 28 October 2019 which were secured by the Company’s corporate guarantee. The Company and the bondholder may request early redemption of the bond after 3 months of the issuance date of the bond. The interest rate has been changed to 6.5% since 1 February 2022. The modification of interest rate was considered as non-substantial under quantitative test, in which the net present value of the cash flow under the new terms discounted at the original effective interest rate for the remaining cash flows of the bond period is less than 10%. Therefore, the adjustment to the carrying amount of the bond is recognised in profit or loss at the date of modification. The bond is extended to 27 October 2024 with no change in terms.

A surety bond of HK\$18,000,000 issued by Gold Medal was issued on 16 September 2020 with no interest bearing which will mature on the third anniversary date of the issue date (2022: second anniversary date). Original bond can be returned to the Surety at sole discretion of Aeso Ltd.

The bonds issued by Gold Medal are either repayable on demand or repayable within one year.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

34. 遞延稅項資產／（負債）

34. DEFERRED TAX ASSETS/(LIABILITIES)

		二零二三年 2023 千港元 HK\$'000	二零二二年 2022 千港元 HK\$'000
遞延稅項資產	Deferred tax assets	6,527	6,625
遞延稅項負債	Deferred tax liabilities	(694)	(1,279)
		5,833	5,346

下列為本集團於本年度及過往年度內確認之遞延稅項資產／（負債）變動：

Movements in deferred tax assets/(liabilities) recognised by the Group during the current and prior years are as follows:

		稅項虧損 Tax losses 千港元 HK\$'000	加速稅項折舊 Accelerated tax depreciation 千港元 HK\$'000	應收貸款及 利息之預期 信貸虧損撥備 ECL provision of loan and interest receivables 千港元 HK\$'000	總計 Total 千港元 HK\$'000
於二零二一年五月一日	At 1 May 2021	123	52	9,429	9,604
於損益扣除（附註10）	Changed to profit or loss (Note 10)	-	(1,115)	(3,143)	(4,258)
於二零二二年四月三十日 及二零二二年五月一日	At 30 April 2022 and 1 May 2022	123	(1,063)	6,286	5,346
於損益扣除（附註10）	Changed to profit or loss (Note 10)	(123)	610	-	487
於二零二三年四月三十日	At 30 April 2023	-	(453)	6,286	5,833

於二零二三年四月三十日，本集團可用於抵銷未來溢利的未動用稅項虧損為約214,657,000港元（二零二二年：218,091,000港元），由於未來溢利來源之不可預測性，其中約214,657,000港元（二零二二年：217,341,000港元）尚未確認為遞延稅項資產。未動用稅項虧損約214,657,000港元（二零二二年：218,091,000港元）可無限期結轉。

At 30 April 2023, the Group has unused tax losses of approximately HK\$214,657,000 (2022: HK\$218,091,000) that are available to offset against future profits, of which amounts of approximately HK\$214,657,000 (2022: HK\$217,341,000) have not been recognised as deferred tax assets because of the unpredictability of future profit streams. The unused tax losses of approximately HK\$214,657,000 (2022: HK\$218,091,000) may be carried forward indefinitely.

於報告期末，本集團擁有與應收貸款及利息之預期信貸虧損撥備有關的未確認可扣稅暫時差額84,555,000港元（二零二二年：41,793,000港元）。本集團於本年度並無確認其他遞延稅項資產，是由於本集團不可能產生額外應課稅溢利以動用該等可扣稅暫時差額。

At the end of the reporting period, the Group has unrecognised deductible temporary differences of HK\$84,555,000 (2022: HK\$41,793,000) in relation to ECL provision of loan and interest receivables. The Group has not recognised other deferred tax assets in the current year, as they are not probable that the Group can generate additional taxable profit to utilise these deductible temporary differences.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

35. 股本

		面值	二零二三年	二零二三年	面值	二零二二年	二零二二年
		Par value	2023	2023	Par value	2022	2022
		港元	股數	千港元	港元	股數	千港元
		HK\$	No. of shares	HK\$'000	HK\$	No. of shares	HK\$'000
法定	Authorised						
於五月一日及四月三十日	At 1 May and 30 April	0.01	<u>40,000,000,000</u>	<u>400,000</u>	0.01	<u>40,000,000,000</u>	<u>400,000</u>
已發行及繳足	Issued and fully paid						
於五月一日及四月三十日	At 1 May and 30 April	0.01	<u>14,367,101,072</u>	<u>143,670</u>	0.01	<u>14,367,101,072</u>	<u>143,670</u>

35. SHARE CAPITAL

36. 本公司財務狀況表

本公司於報告期末之財務狀況表資料如下：

36. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

		二零二三年	二零二二年
		2023	2022
		千港元	千港元
		HK\$'000	HK\$'000
非流動資產	Non-current assets		
物業及設備	Property and equipment	-	5
於附屬公司之投資	Investments in subsidiaries	396	396
		<u>396</u>	<u>401</u>
流動資產	Current assets		
預付款項、按金及其他應收款項	Prepayments, deposits and other receivables	462	734
應收附屬公司款項	Amounts due from subsidiaries	151,222	162,251
銀行結餘	Bank balances	2,665	1,973
		<u>154,349</u>	<u>164,958</u>
流動負債	Current liabilities		
應付附屬公司款項	Amounts due to subsidiaries	20,789	18,838
其他應付款項	Other payables	157	488
其他借貸	Other borrowings	40,310	37,563
		<u>61,256</u>	<u>56,889</u>
流動資產淨值	Net current assets	<u>93,093</u>	<u>108,069</u>
總資產減流動負債	Total assets less current liabilities	<u>93,489</u>	<u>108,470</u>
非流動負債	Non-current liabilities		
其他借貸	Other borrowings	3,216	3,020
總資產淨值	Total net assets	<u>90,273</u>	<u>105,450</u>
股本及儲備	Capital and reserves		
股本	Share capital	143,670	143,670
儲備	Reserves	(53,397)	(38,220)
權益總額	Total equity	<u>90,273</u>	<u>105,450</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

36. 本公司財務狀況表 (續)

36. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (CONTINUED)

本公司儲備之概要如下：

A summary of the Company's reserves is as follows:

		股份溢價 Share premium 千港元 HK\$'000	實繳盈餘 Contributed surplus 千港元 HK\$'000	購股權儲備 Share option reserve 千港元 HK\$'000	累計虧損 Accumulated losses 千港元 HK\$'000	總額 Total 千港元 HK\$'000
於二零二一年五月一日	At 1 May 2021	560,230	191,087	1,379	(852,990)	(100,294)
本年度溢利及全面收益總額	Profit and total comprehensive income for the year	-	-	-	62,074	62,074
購股權失效	Lapse of share options	-	-	(1,379)	1,379	-
於二零二二年四月三十日	At 30 April 2022	560,230	191,087	-	(789,537)	(38,220)
		股份溢價 Share premium 千港元 HK\$'000	實繳盈餘 Contributed surplus 千港元 HK\$'000	購股權儲備 Share option reserve 千港元 HK\$'000	累計虧損 Accumulated losses 千港元 HK\$'000	總額 Total 千港元 HK\$'000
於二零二二年五月一日	At 1 May 2022	560,230	191,087	-	(789,537)	(38,220)
本年度虧損及全面支出總額	Loss and total comprehensive expense for the year	-	-	-	(15,177)	(15,177)
於二零二三年四月三十日	At 30 April 2023	560,230	191,087	-	(804,714)	(53,397)

37. 購股權計劃

二零二一年購股權計劃

根據本公司於二零二一年十月二十二日採納之購股權計劃（「二零二一年購股權計劃」）之條款，董事會可全權酌情邀請本公司或其任何附屬公司之全職或兼職僱員（包括本公司或其任何附屬公司任何董事（不論執行或非執行及獨立或非獨立））以及已為或可能為本集團作出貢獻的任何代理、顧問及諮詢人接納購股權，以認購本公司股份，作為彼等對本集團發展所作貢獻的激勵或獎勵。根據二零二一年購股權計劃及本公司任何其他購股權計劃授出而尚未行使之所有尚未行使購股權獲行使而予以發行之股份總數，最多不得超過本公司不時已發行股本30%。二零二一年購股權計劃之年期直至二零三一年十月三十一日為止一直生效。

因行使於任何十二個月期間向承授人授出的二零二一年購股權計劃或本公司及其附屬公司任何其他購股權計劃項下之購股權（包括已行使及尚未行使購股權）而已發行及將予發行之最多股份數目，不得超過本公司已發行股本總額之1%（或如屬關連人士（定義見GEM上市規則）承授人，則0.1%），除非本公司股東於股東大會（該承授人及其聯繫人士放棄投票表決權）個別批准則除外，且向有關人士授出的購股權的數目及條款（包括認購價）須於股東批准前釐定。接納授予購股權時須付不可退回象徵式代價10港元。

認購價可由董事會釐定，惟不得低於(a)授出購股權之日在聯交所每日報價表所報本公司股份於GEM之收市價；(b)緊接授出購股權日期前五個營業日在聯交所每日報價表所報本公司股份於GEM之平均收市價；及(c)於授出日期之股份面值（三者以最高者為準），惟倘屬零碎股價，則每股認購價會約整至最近整數港仙。

根據二零二一年購股權計劃之條款，購股權可於董事會通知每位承授人之期間內隨時全數或部分行使，惟根據二零二一年購股權計劃之條款，該期間不得超過要約授出購股權之日起計十年。根據二零二一年購股權計劃之條款，並無關於必須持有某段最短期間或必須達成的業績目標方可行使購股權之一般規定。

37. SHARE OPTION SCHEME

2021 Option Scheme

Under the terms of the share option scheme adopted by the Company on 22 October 2021 (the “2021 Option Scheme”), the Board may, at its absolute discretion, offer full time or part time employees of the Company or any of its subsidiaries (including any directors, whether executives or non-executives and whether independent or not, of the Company or any of its subsidiaries) and any agents, consultants and advisers who have contributed or may contribute to the Group, to take up options to subscribe for shares of the Company, as incentives or rewards for their contribution to the growth of the Group. The maximum aggregate number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the 2021 Option Scheme and any other share option schemes of the Company must not, exceed 30% of the issued share capital of the Company from time to time. The life of the 2021 Option Scheme was effective until 21 October 2031.

The maximum number of shares issued and to be issued on the exercise of options granted under the 2021 Option Scheme or any other share option schemes of the Company and its subsidiaries (including both exercised and outstanding options) to a grantee in any 12-month period must not exceed 1% (or 0.1% in case of a connected person (as defined under the GEM Listing Rules) grantee) of the total share capital of the Company in issue, unless separately approved by the shareholders of the Company in general meeting with such grantee and his associates abstaining from voting, and the number and terms (including the subscription price) of the options to be granted to such person must be fixed before the shareholders’ approval. A nonrefundable nominal consideration of HK\$10 is payable on acceptance of each grant.

The subscription price may be determined by the Board, provided that it shall not be less than the highest of (a) the closing price of the Company’s shares on GEM as stated in the Stock Exchange’s daily quotation sheet on the date of grant of the options; (b) the average of the closing prices of the Company’s shares on GEM as stated in the Stock Exchange’s daily quotation sheets for the five business days immediately preceding the date of grant of the options; and (c) the nominal value of the shares on the date of grant provided that in the event of fractional prices, the subscription price per share shall be rounded upwards to the nearest whole cent.

An option may be exercised in whole or in part in accordance with the terms of the 2021 Option Scheme at any time during a period to be notified by the Board to each grantee which shall not be more than 10 years from the date on which the offer of the grant of the options is made in accordance with the terms of the 2021 Option Scheme. There is no general requirement on the minimum period for which an option must be held or performance target must be achieved before an option can be exercised under the terms of the 2021 Option Scheme.

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37. 購股權計劃 (續)

二零一一年購股權計劃

根據本公司於二零一一年八月三十日採納之購股權計劃(「二零一一年購股權計劃」)之條款，本公司董事會(「董事會」)可全權酌情邀請本公司或其任何附屬公司之全職僱員(包括本公司或其任何附屬公司執行、非執行及獨立非執行董事或本集團任何成員公司之任何顧問)接納認購本公司普通股的購股權，以激勵董事、合資格僱員及顧問，獎勵彼等對本集團的貢獻。根據二零一一年購股權計劃及本公司任何其他購股權計劃授出而尚未行使之所有購股權獲行使而予以發行之最多股份總數，不得超過本公司不時已發行股本30%。購股權計劃之年期於二零一一年八月二十九日屆滿。

就承授人行使根據二零一一年購股權計劃或本公司及其附屬公司任何其他購股權計劃授出之購股權(包括已行使及尚未行使購股權)而於任何十二個月期間發行及將予發行之最多股份數目，不得超過本公司已發行股本總額之1%，除非本公司股東於股東大會(該等承授人及彼等聯繫人士放棄投票表決權)個別批准則除外，且向有關人士授出的購股權的數目及條件(包括認購價)須於股東批准前釐定。接納授出購股權時應付1港元的名義代價。

認購價可由董事會釐訂，惟不得低於(a)授出購股權之日在聯交所每日報價表所報本公司股份於GEM之收市價；(b)緊接本公司授出購股權日期前五個營業日在聯交所每日報價表所報本公司股份於GEM之平均收市價；及(c)於授出日期之股份面值，三者以最高者為準，惟倘屬零碎股價，則每股認購價會約整至最近整數港仙。

根據二零一一年購股權計劃之條款，購股權可於董事會通知每位承授人之期間內隨時全數或部份行使，惟根據二零一一年購股權計劃之條款，不得超過要約授出購股權之日起計十年。根據二零一一年購股權計劃之條款，並無關於必須持有某段最短期間方可行使購股權之一般規定。

37. SHARE OPTION SCHEME (CONTINUED)

2011 Option Scheme

Under the terms of the Share Option Scheme adopted by the Company on 30 August 2011 (the “2011 Option Scheme”), for the primary purpose of providing incentives to Directors, eligible employees and consultants and rewarding for their contribution to the Group, the board of directors of the Company (the “Board”) may, at its absolute discretion, offer full-time employees of the Company or any of its subsidiaries, including executive, non-executive and independent non-executive directors of the Company or any of its subsidiaries or any consultants or advisors of any member of the Group, to take up options to subscribe for ordinary shares of the Company. The maximum aggregate number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the 2011 Option Scheme and any other share option schemes of the Company must not exceed 30% of the issued share capital of the Company from time to time. The life of the Option Scheme was expired on 29 August 2021.

The maximum number of shares issued and to be issued on the exercise of options granted under the 2011 Option Scheme or any other share option schemes of the Company and its subsidiaries (including both exercised and outstanding options) to a grantee in any 12-month period must not exceed 1% of the total issued share capital of the Company in issue, unless separately approved by the shareholders of the Company in general meeting with such grantee and his associates abstaining from voting, and the number and terms (including the subscription price) of the options to be granted to such person must be fixed before the shareholders’ approval. A nominal consideration of HK\$1 is payable on acceptance of each grant.

The subscription price may be determined by the Board, provided that it shall not be less than the highest of (a) the closing price of the Company’s shares on the GEM as stated in the Stock Exchange’s daily quotation sheet on the date of offer of the options; (b) the average of the closing prices of the Company’s shares on the GEM as stated in the Stock Exchange’s daily quotation sheets for the five business days immediately preceding the date of offer of the options of the Company; and (c) the nominal value of the shares on the date of offer provided that in the event of fractional prices, the subscription price per share shall be rounded upwards to the nearest whole cent.

An option may be exercised in whole or in part in accordance with the terms of the 2011 Option Scheme at any time during a period to be notified by the Board to each grantee which shall not be more than 10 years from the date on which the offer of the grant of the options is made in accordance with the terms of the 2011 Option Scheme. There is no general requirement on the minimum period for which an option must be held before an option can be exercised under the terms of the 2011 Option Scheme.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

37. 購股權計劃 (續)

根據以股份為基礎的安排條款，於截至二零二二年四月三十日止財政年度之前或期間發行的購股權已於行使日期前悉數獲歸屬。

行使根據二零一一年購股權計劃及本集團任何其他購股權計劃授予之全部購股權而予發行之最多股份數目，合共不得超過截至二零一八年九月二十日（為本公司股東批准更新二零一一年購股權計劃的一般計劃限額10%的日期）已發行股份總數之10%（即1,436,710,107股股份，佔本年報日期已發行股份總數約10%）。

於截至二零二二年四月三十日止年度，本公司購股權之變動詳情如下：

二零二二年 2022	授出日期 Date granted	行使期 (首尾兩天包括在內) Exercisable period (both dates inclusive)	行使價 港元/每股 Exercise price HK\$/share	於二零二一年	年內授出 Granted during the year	年內行使 Exercised during the year	年內註銷 Cancelled during the year	年內失效 Lapsed during the year	於二零二二年
				五月一日 尚未行使 Outstanding at 1 May 2021					四月三十日 尚未行使 Outstanding at 30 April 2022
二零一一年購股權計劃									
2011 Option Scheme									
僱員 Employee	二零二零年一月二十三日 23 January 2020	由二零二零年二月六日至 二零二一年八月五日 From 6 February 2020 to 5 August 2021	0.0212	143,671,010	-	-	-	(143,671,010)	-
總數 Total				143,671,010	-	-	-	(143,671,010)	-

於截至二零二三年及二零二二年四月三十日止年度，概無授出購股權。

於二零二二年四月三十日，二零一一年購股權計劃項下並無尚未行使之購股權。

37. SHARE OPTION SCHEME (CONTINUED)

In accordance with the terms of share-based arrangement, options issued prior to or during the financial year ended 30 April 2022 are fully vested before the date of exercisable period.

The maximum number of shares which may be issued upon exercise of all options to be granted under the 2011 Option Scheme and any other share option scheme of the Group must not in aggregate exceed 10% of the total number of shares in issue as at 20 September 2018, being the date of approval of the refreshment of 10% general scheme limit under the 2011 Option Scheme by the shareholders of the Company (i.e. 1,436,710,107 shares, representing approximately 10% of the total number of shares in issue as at the date of this annual report).

Details of movements in the Company's share options for the years ended 30 April 2022 are as follows:

During the year ended 30 April 2023 and 2022, no share options were granted.

As at 30 April 2022, there was no outstanding options under the 2011 Option Scheme.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

38. 資產抵押

於報告期末，本集團已抵押下列資產作為本集團獲授一般銀行融資之擔保：

下列各項之賬面值：	Carrying amount of:
應收賬款	Trade receivables
合約資產	Contract assets

38. PLEDGE OF ASSETS

At the end of the reporting period, the Group has pledged the following assets as securities against general banking facilities granted to the Group:

二零二三年 2023 千港元 HK\$'000	二零二二年 2022 千港元 HK\$'000
----------------------------------	----------------------------------

-	3,021
-	41

39. 退休福利計劃

由二零零零年十二月一日起，本集團已為本公司及其香港附屬公司所有合資格員工參加強積金計劃。強積金計劃為由獨立信託人管理之定額供款計劃。根據強積金計劃，本集團及其僱員各自根據強制性公積金法例所規定按僱員收入之5%對該計劃每月作出供款，由二零一四年六月一日起，以每月1,500港元為限，其後供款則屬自願性質。

於損益扣除之總成本約773,000港元（二零二二年：約1,040,000港元）指本集團向強積金計劃應作之供款。

強積金計劃之資產與本集團的其他資產分開處理，由一獨立管理之基金持有。在向強積金計劃供款時，本集團僱主供款將全數歸屬於僱員所有。於二零二三年及二零二二年四月三十日，並無沒收之供款可用作扣減本集團於未來年度之應付供款。

39. RETIREMENT BENEFITS SCHEME

With effect from 1 December 2000, the Group has arranged for all qualifying employees of the Company and its Hong Kong subsidiaries to join the MPF Scheme. The MPF Scheme is a defined contribution scheme managed by independent trustees. Under the MPF Scheme, both the Group and the employees make monthly contributions to the MPF Scheme at 5% of the employees' earnings as defined under the Mandatory Provident Fund legislation, subject to a cap of HK\$1,500 per month effect from 1 June 2014 and thereafter contributions are voluntary.

The total cost charged to profit or loss of approximately HK\$773,000 (2022: approximately HK\$1,040,000) represents contributions payable to the MPF Scheme by the Group.

The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme. No forfeited contribution is available to reduce the contribution payable in the future years as at 30 April 2023 and 2022.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

40. 關連人士披露

本年度，本集團與關連人士訂立以下交易：

來自一家關連公司之
管理費收入（附註a）
來自一家關連公司之
佣金收入（附註a）
向一家關連公司支付之
佣金費用（附註a）
向一家關連公司支付之
諮詢及管理佣金（附註a）
向一家關連公司支付之租金費用
（附註a）
應向本公司一名董事支付之
專利費（附註b）

附註：

- (a) 由於本集團一家附屬公司的董事同時為該公司的控股股東，故有關款項乃收取自或付予屬本集團關連公司的公司。該附屬公司已於本年度出售。自二零二二年八月九日起，該公司不再為本集團之關連人士。
- (b) 有關款項乃就專利品牌棚架搭建系統而支付予本公司執行董事蘇汝成博士。

與本集團關連人士之結餘詳情載列於綜合財務狀況表及各附註。

40. RELATED PARTIES DISCLOSURES

During the year, the Group entered into the following transactions with related parties:

	二零二三年 2023 千港元 HK\$'000	二零二二年 2022 千港元 HK\$'000
Management fee income from a related company (Note a)	30	120
Commission fee income from a related company (Note a)	51	252
Commission expense paid to a related company (Note a)	(49)	(966)
Advisory and trailer fee paid to a related company (Note a)	–	(41)
Rental expense paid to a related company (Note a)	(1,296)	(1,296)
Patent expense payable to a director of the Company (Note b)	–	(1,200)

Notes:

- (a) The amounts were received from or paid to a company which is a related company to the Group as a director of a subsidiary of the Group is also the controlling shareholder in that company. The subsidiary was disposed during the year. The company is no more the related party of the Group from 9 August 2022.
- (b) The amounts were paid to Dr. So Yu Shing, who is an executive director of the Company in respect of the patented brand scaffolding system.

Details of the balances with the Group's related parties are set out in the consolidated statement of financial position and respective notes.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

40. 關連人士披露 (續)

主要管理人員酬金

本年度，執行董事及其他主要管理層成員之酬金如下：

	二零二三年 2023 千港元 HK\$'000	二零二二年 2022 千港元 HK\$'000
短期福利	9,029	11,091
退休福利	131	152
	9,160	11,243

本公司執行董事（亦為主要管理人員）之酬金乃由薪酬委員會建議及董事會經考慮個人表現及市場趨勢後釐定。

41. 資本風險管理

本公司管理其資本，以確保本集團及其附屬公司能夠持續經營，與此同時透過優化債務及權益平衡，擴大股東回報。對比上年度，本集團的整體策略維持不變。

本集團資本架構包括綜合財務報表內披露的債務淨額（包括分別於附註31、32及33所披露的租賃負債、銀行借貸及銀行透支及其他貸款及其他借貸，扣除現金及現金等值項目）以及本公司持有人應佔權益（包括股本及儲備）。

董事每年審閱資本架構。作為該審閱之一環，董事對由本公司管理層編製之年度預算進行評估。根據已提呈之年度預算，董事考慮資本成本及與各類別資本相關之風險。董事亦透過發行新股份、發行新債務及償還現有債務以平衡本集團的整體資本架構。

40. RELATED PARTIES DISCLOSURES

(CONTINUED)

Compensation of key management personnel

The remuneration of executive directors and other members of key management during the year was as follows:

	二零二三年 2023 千港元 HK\$'000	二零二二年 2022 千港元 HK\$'000
Short-term benefits	9,029	11,091
Post-employment benefits	131	152
	9,160	11,243

The remuneration of executive directors of the Company, who are also members of key management is, recommended by the Remuneration Committee and approved by the Board having regard to the performance of individuals and market trends.

41. CAPITAL RISK MANAGEMENT

The Company manages its capital to ensure that the Group and its subsidiaries will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of net debt which includes lease liabilities, bank borrowings and bank overdrafts, other loan and other borrowings disclosed in notes 31, 32 and 33 respectively, net of cash and cash equivalents, and equity attributable to the owners of the Company, comprising share capital and reserves, as disclosed in the consolidated financial statements.

The Directors review the capital structure annually. As part of this review, the Directors assess the annual budget prepared by management of the Company. Based on the proposed annual budget, the Directors consider the cost of capital and the risks associated with each class of capital. The Directors also balance the Group's overall capital structure through new share issuance, as well as issuance of new debts and repayment of existing debts.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

41. 資本風險管理 (續)

資本管理

本集團使用資產負債比率(即總付息負債除以總權益)監控資本。債務總額包括銀行借貸及銀行透支、其他貸款及其他借貸以及若干租賃負債。報告期末之資產負債比率如下:

41. CAPITAL RISK MANAGEMENT (CONTINUED)

Management of capital

The Group monitors capital using a gearing ratio, which arrives at total interest-bearing debts divided by the total equity. Total debts include bank borrowings and bank overdrafts, other loan and other borrowings, certain lease liabilities. The gearing ratios as at the end of the reporting periods were as follows:

		二零二三年 2023 千港元 HK\$'000	二零二二年 2022 千港元 HK\$'000
附息負債:	Interest-bearing debts:		
銀行借貸及銀行透支	Bank borrowings and bank overdrafts	–	19,567
其他貸款及其他借貸	Other loan and other borrowings	123,879	119,453
租賃負債(附註a)	Lease liabilities (Note a)	1,065	1,680
債務總額	Total debts	124,944	140,700
總權益(附註b)	Total equity (Note b)	396,107	509,638
資產負債比率	Gearing ratio	31.5%	27.6%

附註:

(a) 就計算資產負債比率而言,租賃負債僅包括與根據租賃安排收購汽車相關的租賃負債。

(b) 權益包括本集團所有資本及儲備,歸屬於本公司持有人。

Notes:

(a) For the purpose of computation of the gearing ratio, lease liabilities only consists of lease liabilities associated with acquisition of motor vehicles under lease arrangement.

(b) Equity includes all capital and reserves of the Group that are attributable to the owners of the Company.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

42. 金融工具

a. 金融工具之類別

	二零二三年 2023 千港元 HK\$'000	二零二二年 2022 千港元 HK\$'000
金融資產		
按公平值計入其他全面收益之		
權益工具		
按公平值計入損益之金融資產		
按攤銷成本		
按金及其他應收款項		
應收貸款及利息		
應收賬款		
已抵押銀行存款		
銀行結餘及現金－信託賬戶		
銀行結餘及現金－一般賬戶		
金融負債		
按攤銷成本		
應付賬款及其他應付款項		
應付保固金款項		
銀行借貸		
其他貸款及其他借貸		
銀行透支		
租賃負債		

b. 財務風險管理目標及政策

本集團之主要金融工具如上表所列。該等金融工具詳情於各附註披露。下文載列與該等金融工具有關之風險及如何降低該等風險之政策。管理層管理及監控該等風險，以確保及時和有效地採取適當之措施。

42. FINANCIAL INSTRUMENTS

a. Categories of financial instruments

	二零二三年 2023 千港元 HK\$'000	二零二二年 2022 千港元 HK\$'000
Financial assets		
Equity instruments at FVTOCI	2,225	3,372
Financial assets at FVTPL	45,271	71,953
At amortised cost		
Deposits and other receivables	4,851	8,519
Loan and interest receivables	444,388	486,266
Trade receivables	33,571	40,706
Pledged bank deposits	–	14,707
Bank balances and cash – trust account	–	2
Bank balances and cash – general accounts	18,514	36,188
	548,820	661,713
Financial liabilities		
At amortised cost		
Trade and other payables	30,566	28,661
Retention monies payables	3,999	5,167
Bank borrowings	–	8,634
Other loan and other borrowings	123,879	119,453
Bank overdrafts	–	10,933
	158,444	172,848
Lease liabilities	1,622	4,224

b. Financial risk management objectives and policies

The Group's major financial instruments are listed in the above table. Details of these financial instruments are disclosed in the respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

42. 金融工具 (續)

b. 財務風險管理目標及政策 (續)

信貸風險及減值評估

應收貸款及利息

為盡量降低信貸風險，本集團管理層制定政策評估應收賬款及應收貸款及利息的信貸風險。該評估乃基於對可收回性之密切監督及評估以及管理層之判斷（包括應收款項賬齡分析、各客戶之當前信譽、客戶經理集中度分析、抵押品分配及集中度分析以及過往收賬記錄等）。此外，本集團基於一般方法根據預期信貸虧損模式對應收貸款及利息進行減值評估。本公司董事基於歷史信貸虧損經驗及已抵押的抵押品公平價值估計應收貸款及利息的估計損失率。鑒於我們於各報告日期計提預期信貸虧損撥備，董事認為本集團的信貸風險已大幅降低。

與客戶所訂立合約產生的應收賬款及合約資產

為盡量降低信貸風險，本集團管理層已委派團隊，負責釐定信貸額度及信貸批核手續。本集團亦設有其他監控程序，確保採取跟進措施以收回逾期債項。此外，本集團根據預期信貸虧損模式基於債務人性質及行業通過將具有類似信貸風險特徵的各類債務人進行分組使用撥備矩陣對貿易結餘進行減值評估。在考慮各自應收賬款的賬齡、歷史觀察違約率、還款記錄及逾期狀況後，對各類債務人給予內部信貸評級。估計損失率基於違約概率及違約損失率，經參考外部信用報告，並根據無需耗用過多的成本或努力獲取之合理且可支持的前瞻性資料進行調整，而已信貸減值的貿易結餘單獨進行評估。就此而言，董事認為本集團的信貸風險已大幅降低。

42. FINANCIAL INSTRUMENTS (CONTINUED)

b. Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment

Loan and interest receivables

In order to minimise the credit risk, the management of the Group has a policy for assessing the credit risk of accounts and loan and interest receivables. The assessment is based on a close monitoring and evaluation of collectability and on management's judgement, including the ageing analysis of receivables, the current creditworthiness, account executives concentration analysis, collateral distribution and concentration analysis and the past collection history of each client, etc. In addition, the Group performs impairment assessment under ECL model on loan and interest receivables based on general approach. The directors of the Company estimate the estimated loss rates of loan and interest receivables based on historical credit loss experience as well as the fair value of the collateral pledged. In view of the ECL provision is made on each of the reporting date, the Directors consider that the Group's credit risk is significantly reduced.

Trade receivables and contract assets arising from contracts with customers

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits and credit approvals. Other monitoring procedures are in place to ensure that follow-up action is taken to recover overdue debts. In addition, the Group performs impairment assessment under ECL model on trade balances based on provision matrix through grouping of various debtors that have similar credit risk characteristics based on nature and industry of debtors. Internal credit rating has been given to each category of debtors after considering aging, historical observed default rates, repayment history and past due status of respective trade receivables. Estimated loss rates are based on probability of default and loss given default with reference to an external credit report and are adjusted for reasonable and supportable forward-looking information that is available without undue costs or effort while credit-impaired trade balances were assessed individually. In this regard, the Directors consider that the Group's credit risk is significantly reduced.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

42. 金融工具 (續)

b. 財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

其他應收款項

本集團已根據內部信貸評級及其他應收款項之賬齡，個別評估其他應收款項之減值。董事認為，自初步確認起，該等應收款項的信貸風險並無顯著增加。預期信貸虧損乃基於債務人預期年期的過往觀察所得違約率進行估計，並就毋需花費過多成本或努力即可獲得的前瞻性資料進行調整。根據本集團進行的減值評估，董事認為就於二零二三年四月三十日其他應收款項之全期預期信貸虧損計提虧損撥備73,000港元（二零二二年：零港元）。

已抵押銀行存款及銀行結餘

流動資金及已抵押銀行存款之信貸風險有限，因為交易對手為國際信貸評級機構給予高信貸評級之銀行。本集團就存放於若干具高信貸評級之銀行的流動資金面臨信貸集中風險。

於報告期末，本集團因本集團的最大客戶及兩名最大客戶分別自為建築及建造工程提供棚架搭建、精裝修及其他輔助服務產生之應收賬款及應收保固金之信貸風險集中水平為54%（二零二二年：30%）及66%（二零二二年：54%）。於報告期末，本集團因本集團的最大債務人及兩名最大債務人分別產生應收貸款及利息總額之信貸風險集中水平為4%（二零二二年：5%）及8%（二零二二年：10%）。

42. FINANCIAL INSTRUMENTS (CONTINUED)

b. Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Other receivables

The Group assessed the impairment for its other receivables individually based on internal credit rating and ageing of these debtors which, in the opinion of the Directors, have no significant increase in credit risk since initial recognition. ECL is estimated based on historical observed default rates over the expected life of debtors and is adjusted for forward-looking information that is available without undue cost or effort. Based on the impairment assessment performed by the Group, the Directors consider the loss allowance of HK\$73,000 for other receivables within lifetime ECL as at 30 April 2023 (2022: HK\$Nil) was provided.

Pledged bank deposit and bank balances

The credit risk on liquid funds and pledged bank deposit are limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies. The Group is exposed to concentration of credit risk on liquid funds which are deposited with several banks with high credit ratings.

At the end of the reporting period, the Group has a certain level of concentration of credit risk as 54% (2022: 30%) and 66% (2022: 54%) of the trade receivables and retention monies receivables arising from the Group's largest customer and the two largest customers from scaffolding, fitting out and other auxiliary services for construction and buildings work respectively. At the end of the reporting period, the Group has a certain level of concentration of credit risk as 4% (2022: 5%) and 8% (2022: 10%) of the total loan and interest receivables arising from the Group's largest debtors and the two largest debtors, respectively.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

42. 金融工具 (續)

b. 財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

本集團的內部信貸風險評級評估包含以下種類：

內部信貸評級	描述	應收賬款及合約資產 Trade receivables and contract assets	其他金融資產 Other financial assets
Internal credit rating	Description		
低風險	交易對手違約風險低且並無任何逾期款項	全期預期信貸虧損－ 未發生信貸減值	12個月預期信貸虧 損
Low risk	The counterparty has a low risk of default and does not have any past-due amounts	Lifetime ECL – not credit-impaired	12m ECL
關注名單	交易對手的金額已逾期，但於到期日後持 續償還，並與本集團持續進行業務交易	全期預期信貸虧損－ 未發生信貸減值	12個月預期信貸虧 損
Watch list	The counterparty has amounts past-due but is continuously settling after due date and with continuous business transactions with the Group	Lifetime ECL – not credit-impaired	12m ECL
可疑	自透過內部生成之資料或外部資源進行初 始確認後，信貸風險顯著增加，但交易 對手與本集團持續進行業務交易	全期預期信貸虧損－ 未發生信貸減值	全期預期信貸虧損－ 未發生信貸減值
Doubtful	There have been significant increases in credit risk since initial recognition through information developed internally or external resources while the counterparty is with continuous business transactions with the Group	Lifetime ECL – not credit-impaired	Lifetime ECL – not credit-impaired
虧損	有證據顯示有關資產已發生信貸減值	全期預期信貸虧損－ 已發生信貸減值	全期預期信貸虧損－ 已發生信貸減值
Loss	There is evidence indicating the asset is credit-impaired	Lifetime ECL – credit-impaired	Lifetime ECL – credit-impaired
撇銷	有證據顯示債務人陷入嚴重的財務困難且 本集團不認為日後可收回有關款項	撇銷有關金額	撇銷有關金額
Write-off	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery	Amount is written off	Amount is written off

42. FINANCIAL INSTRUMENTS (CONTINUED)

b. Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

The Group's internal credit risk grading assessment comprises the following categories:

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

42. 金融工具 (續)

b. 財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

作為本集團信貸風險管理的一部分，本集團使用應收賬款賬齡就其客戶經營評估減值，因該等客戶包括大量共通風險特徵的客戶，足以反映客戶根據合約條款支付所有到期款項的能力。

應收賬款及合約資產的估計虧損率為根據債務人於預計年內之過往所見違約率估計，並以按毋須沉重成本或努力即可獲取的前瞻性資料作調整。本集團管理層使用有關前瞻性資料評估於報告日期當前狀況及預期狀況發展方向。合約資產就相同類型合約與應收賬款具有實質上相同風險特徵。本集團管理層會定期審閱組別，以確保與指定債務人相關的資料已作更新。應收賬款及合約資產的平均虧損率為「低風險」0.593% (二零二二年：0.003%)、「關注名單」0.142% (二零二二年：0.013%)、「可疑」0.727% (二零二二年：0.077%) 和「虧損」62.561% (二零二二年：17.692%)。

42. FINANCIAL INSTRUMENTS (CONTINUED)

b. Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

As part of the Group's credit risk management, the Group uses debtors' aging to assess the impairment for its customers in relation to its operation because these customers consist of common risk characteristics that are representative of the customers' abilities to pay all amounts due in accordance with the contractual terms.

The estimated loss rate of trade receivables and contract assets are estimated based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information that is available without undue cost or effort. Such forward-looking information is used by the management of the Group to assess both the current as well as the forecast direction of conditions at the reporting date. The contract assets have substantially the same risk characteristics as the trade receivables for the same type of contracts. The grouping is regularly reviewed by the management of the Group to ensure relevant information about specific debtors is updated. The average loss rates for trade receivables and contract assets are "Low risk" 0.593% (2022: 0.003%), "Watch list" 0.142% (2022: 0.013%), "Doubtful" 0.727% (2022: 0.077%), and "Loss" 62.561% (2022: 17.692%).

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

42. 金融工具 (續)

b. 財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

下表詳述本集團根據預期信貸虧損評估的金融資產面對的信貸風險：

42. FINANCIAL INSTRUMENTS (CONTINUED)

b. Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

The tables below detail the credit risk exposures of the Group's financial assets, which are subject to ECL assessment:

	外部信貸 評級 External credit rating	內部信貸 評級 Internal credit rating	12個月或全期 預期信貸虧損 12m or lifetime ECL	二零二三年 2023 賬面總值		二零二二年 2022 賬面總值	
				Gross carrying amount		Gross carrying amount	
				千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
應收貸款及利息 Loan and interest receivables	不適用 N/A	低風險 Low risk	12個月預期信貸虧損 12m ECL	22,671		58,904	
	不適用 N/A	關注名單 Watch list	12個月預期信貸虧損 12m ECL	68,762		217,863	
	不適用 N/A	可疑 Doubtful	全期預期信貸虧損－ 未發生信貸減值 Lifetime ECL – not credit-impaired	440,016		255,781	
	不適用 N/A	虧損 Loss	全期預期信貸虧損－ 已發生信貸減值 Lifetime ECL – credit-impaired	152,990	684,439	109,214	641,762
來自為建築及建造工程提供 棚架搭建、精裝修及其他輔助 服務的應收賬款 (附註) Trade receivables from scaffolding, fitting out and other auxiliary services for construction and buildings work (Note)	不適用 N/A	低風險 Low risk	全期預期信貸虧損－ 未發生信貸減值 Lifetime ECL – not credit-impaired	22,731		35,868	
	不適用 N/A	關注名單 Watch list	全期預期信貸虧損－ 未發生信貸減值 Lifetime ECL – not credit-impaired	76		759	
	不適用 N/A	可疑 Doubtful	全期預期信貸虧損－ 未發生信貸減值 Lifetime ECL – not credit-impaired	4,100		2,538	
	不適用 N/A	虧損 Loss	全期預期信貸虧損－ 已發生信貸減值 Lifetime ECL – credit-impaired	8,399	35,306	1,877	41,042

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

42. 金融工具 (續)

42. FINANCIAL INSTRUMENTS (CONTINUED)

b. 財務風險管理目標及政策 (續)

b. Financial risk management objectives and policies
(Continued)

信貸風險及減值評估 (續)

Credit risk and impairment assessment (Continued)

	外部信貸 評級	內部信貸 評級	12個月或全期 預期信貸虧損	二零二三年 2023 賬面總值 Gross carrying amount 千港元 HK\$'000	二零二二年 2022 賬面總值 Gross carrying amount 千港元 HK\$'000
	External credit rating	Internal credit rating	12m or lifetime ECL		
合約資產 (附註)	不適用	低風險	全期預期信貸虧損 – 未發生信貸減值	10,291	13,130
Contract assets (Note)	N/A	Low risk	Lifetime ECL – not credit-impaired		
其他應收款項	不適用	低風險	12個月預期信貸虧損	4,924	8,519
Other receivables	N/A	Low risk	12m ECL		
已抵押銀行存款	A-2至A-1+	不適用	12個月預期信貸虧損	–	14,707
Pledged bank deposits	A-2 to A-1+	N/A	12m ECL		
銀行結餘	A-2至A-1+	不適用	12個月預期信貸虧損	18,514	36,188
Bank balances	A-2 to A-1+	N/A	12m ECL		

附註：

Note:

對於應收賬款及合約資產，本集團應用香港財務報告準則第9號簡化法計量全期預期信貸虧損的虧損撥備。除發生信貸減值的應收賬款及合約資產外，本集團採用以應收款項逾期賬齡分組的撥備矩陣釐定該等項目的預期信貸虧損。

For trade receivables and contract assets, the Group has applied the simplified approach in HKFRS 9 to measure the loss allowance of lifetime ECL. Except for trade receivables and contract assets that are credit-impaired, the Group determine the ECL on these items by using a provision matrix, grouped by past-due aging of receivables.

本集團管理層認為於二零二三年及二零二二年四月三十日的全期預期信貸虧損 (未發生信貸減值) 內來自終止經營 (資產管理業務) 的應收賬款的虧損撥備並不重大且信貸風險低，因此並無計提信貸虧損撥備。

The management of the Group considers the loss allowance for trade receivables from discontinued operation, assets management business, which within lifetime ECL (not credit-impaired) as at 30 April 2023 and 2022 was insignificant and with low credit risk. No allowances for credit losses is provided.

截至二零二三年四月三十日止年度，有關應收賬款的減值虧損撥備淨額26,000港元 (二零二二年：減值虧損撥備淨撥回106,000港元) 及有關合約資產的減值虧損撥備淨額150,000港元 (二零二二年：減值虧損撥備淨撥回203,000港元) 未發生信貸減值，並分別於損益確認。此外，已分別於損益確認有關已發生信貸減值之應收賬款的減值虧損撥備淨額為1,373,000港元 (二零二二年：減值虧損撥備淨額139,000港元) 及並無有關已發生信貸減值之合約資產的減值虧損撥備或撥備撥回 (二零二二年：無)。

During the year ended 30 April 2023, net provision of impairment loss allowance of HK\$26,000 (2022: net reversal of impairment loss allowance of HK\$106,000) related to trade receivables and net provision of impairment loss allowance of HK\$150,000 (2022: net reversal of impairment loss allowance of HK\$203,000) related to contract assets that are not credit-impaired was recognised in profit or loss, respectively. In addition, net provision of impairment loss allowance of HK\$1,373,000 (2022: net provision of impairment loss allowance of HK\$139,000) related to trade receivables and there is neither provision or reversal of provision (2022: nil) related to contract assets that are credit-impaired was recognised in profit or loss, respectively.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

42. 金融工具 (續)

b. 財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

下表列示已就應收貸款及利息確認之虧損撥備之對賬：

42. FINANCIAL INSTRUMENTS (CONTINUED)

b. Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

The following tables show reconciliation of loss allowances that has been recognised for loan and interest receivables:

		12個月預期 信貸虧損	全期預期 信貸虧損 (未發生 信貸減值)	全期預期 信貸虧損 (已發生 信貸減值)	合計
		12m ECL	Lifetime ECL (not credit- impaired)	Lifetime ECL (credit-impaired)	Total
		千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
於二零二一年五月一日	As at 1 May 2021	65,462	28,513	32,251	126,226
因於五月一日已確認之 金融工具之變動：	Changes due to financial instruments recognised as at 1 May:				
– 轉至發生信貸減值	– Transfer to credit – impaired	–	(10,693)	10,693	–
– 轉至未發生信貸減值	– Transfer to not credit – impaired	(40,862)	40,862	–	–
– 轉至12個月預期信貸虧損	– Transfer to 12m ECL	8,438	–	(8,438)	–
– 已確認減值虧損	– Impairment losses recognised	5,166	12,586	64,911	82,663
– 撥回減值虧損	– Impairment losses reversed	(19,914)	(37,612)	–	(57,526)
– 撤賬	– Write-offs	–	–	(12,523)	(12,523)
產生之新金融資產	New financial assets originated	4,088	–	12,568	16,656
於二零二二年四月三十日及 二零二二年五月一日	As at 30 April 2022 and 1 May 2022	22,378	33,656	99,462	155,496
因於五月一日已確認之 金融工具之變動：	Changes due to financial instruments recognised as at 1 May:				
– 轉至發生信貸減值	– Transfer to credit – impaired	(3,729)	(769)	4,498	–
– 轉至未發生信貸減值	– Transfer to not credit – impaired	(13,368)	13,368	–	–
– 已確認減值虧損	– Impairment losses recognised	1,753	64,386	23,997	90,136
– 撥回減值虧損	– Impairment losses reversed	(329)	(5,099)	(2,131)	(7,559)
產生之新金融資產	New financial assets originated	1,978	–	–	1,978
於二零二三年四月三十日	As at 30 April 2023	8,683	105,542	125,826	240,051

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

42. 金融工具 (續)

b. 財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

應收貸款及利息之虧損撥備變動主要由於：

42. FINANCIAL INSTRUMENTS (CONTINUED)

b. Financial risk management objectives and policies
(Continued)

Credit risk and impairment assessment (Continued)

Changes in the loss allowance for loan and interest receivables are mainly due to:

		二零二三年四月三十日 30 April 2023		
		增加／(減少) Increase/ (decrease) 12個月 預期信貸虧損 In 12m ECL 千港元 HK\$'000	全期預期信貸虧損增加／(減少) Increase/(decrease) in lifetime ECL 未發生 信貸減值 Not credit- impaired 千港元 HK\$'000	已發生 信貸減值 Credit-impaired 千港元 HK\$'000
來自債務人之賬面總值 約20,575,000港元之 應收貸款及利息 於二零二三年四月三十日 由12個月預期信貸虧損 轉撥至未發生信貸減值	Loan and interest receivables from a debtor with gross carrying amount of approximately HK\$20,575,000 has been transferred from 12m ECL to not credit- impaired as at 30 April 2023	-	10,457	-
		二零二二年四月三十日 30 April 2022		
		增加／(減少) Increase/ (decrease) 12個月 預期信貸虧損 In 12m ECL 千港元 HK\$'000	全期預期信貸虧損增加／(減少) Increase/(decrease) in lifetime ECL 未發生 信貸減值 Not credit- impaired 千港元 HK\$'000	已發生 信貸減值 Credit-impaired 千港元 HK\$'000
來自債務人之賬面總值 約23,450,000港元之 應收貸款及利息已違約及 於二零二二年四月三十日 悉數轉撥至信貸減值	Loan and interest receivables from a debtor with gross carrying amount of approximately HK\$23,450,000 has been defaulted and transferred to credit- impaired in full as at 30 April 2022	-	-	22,966
賬面總值12,568,000港元之 新增應收貸款及利息	New loan and interest receivables with a gross carrying amount of HK\$12,568,000	-	-	12,568

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

42. 金融工具 (續)

b. 財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

下表列示根據簡化方法已就為建築及建造工程提供棚架搭建、精裝修及其他輔助服務的應收賬款確認之全期預期信貸虧損的變動。

42. FINANCIAL INSTRUMENTS (CONTINUED)

b. Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

The following table shows the movement in lifetime ECL that has been recognised for trade receivables from scaffolding, fitting out and other auxiliary services for construction and buildings work under the simplified approach.

		全期預期 信貸虧損 (未發生 信貸減值) Lifetime ECL (not credit- impaired) 千港元 HK\$'000	全期預期 信貸虧損 (已發生 信貸減值) Lifetime ECL (credit- impaired) 千港元 HK\$'000	合計 Total 千港元 HK\$'000
於二零二一年五月一日	As at 1 May 2021	311	2,890	3,201
– 轉至發生信貸減值	– Transfer to credit – impaired	(202)	202	–
– 已確認減值虧損	– Impairment losses recognised	–	164	164
– 已撥回減值虧損	– Impairment losses reversed	(109)	(32)	(141)
– 撇賬	– Write-offs	–	(2,898)	(2,898)
產生之新金融資產	New financial assets originated	3	7	10
於二零二二年四月三十日及 二零二二年五月一日	As at 30 April 2022 and 1 May 2022	3	333	336
– 轉至發生信貸減值	– Transfer to credit – impaired	(3)	3	–
– 已確認減值虧損	– Impairment losses recognised	26	824	850
– 已撥回減值虧損	– Impairment losses reversed	(1)	(58)	(59)
產生之新金融資產	New financial assets originated	1	607	608
於二零二三年四月三十日	As at 30 April 2023	26	1,709	1,735

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

42. 金融工具 (續)

b. 財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

下表列示根據簡化方法已就為建築及建造工程提供棚架搭建、精裝修及其他輔助服務的合約資產確認之全期預期信貸虧損的變動。

		全期預期 信貸虧損 (未發生 信貸減值) Lifetime ECL (not credit- impaired) 千港元 HK\$'000
於二零二一年五月一日	As at 1 May 2021	244
因於五月一日已確認之金融工具之變動：	Changes due to financial instruments recognised as at 1 May:	
— 已確認減值虧損	— Impairment losses recognised	8
— 撥回減值虧損	— Impairment losses reversed	(230)
產生之新金融資產	New financial assets originated	19
於二零二二年四月三十日及二零二二年五月一日	As at 30 April 2022 and 1 May 2022	41
因於五月一日已確認之金融工具之變動：	Changes due to financial instruments recognised as at 1 May:	
— 已確認減值虧損	— Impairment losses recognised	152
— 撥回減值虧損	— Impairment losses reversed	(38)
產生之新金融資產	New financial assets originated	36
於二零二三年四月三十日	As at 30 April 2023	191

倘有資料顯示債務人處於嚴重財務困難且並無實際收回可能性(如債務人已進入清盤或破產程序或應收賬款及合約資產逾期超過兩年(以較早者為準)),則本集團撤銷應收賬款及合約資產。

42. FINANCIAL INSTRUMENTS (CONTINUED)

b. Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

The following table shows the movement in lifetime ECL that has been recognised for contract assets from scaffolding, fitting out and other auxiliary services for construction and buildings work under the simplified approach.

		全期預期 信貸虧損 (未發生 信貸減值) Lifetime ECL (not credit- impaired) 千港元 HK\$'000
As at 1 May 2021		244
Changes due to financial instruments recognised as at 1 May:		
— Impairment losses recognised		8
— Impairment losses reversed		(230)
New financial assets originated		19
As at 30 April 2022 and 1 May 2022		41
Changes due to financial instruments recognised as at 1 May:		
— Impairment losses recognised		152
— Impairment losses reversed		(38)
New financial assets originated		36
As at 30 April 2023		191

The Group writes off a trade receivable and contract asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or when the trade receivable and contract asset are over two years past due, whichever occurs earlier.

42. 金融工具 (續)

b. 財務風險管理目標及政策 (續)

市場風險

利率風險

現金流量利率風險

本集團主要因浮動利率之銀行透支、銀行借貸以及銀行結餘而承受利率變動之現金流量利率風險。

本集團現時並無與公平值利率風險及現金流量利率風險有關之任何利率對沖政策。董事不斷監察本集團所面臨之風險，並會在有需要時考慮對沖利率。

敏感度分析

以下的敏感度分析乃假設利率變動已於報告期末發生而釐定，並已應用於該日所面對來自金融工具之利率風險。於向主要管理人士作利率風險的內部報告時使用上調或下調1%，乃指管理層對利率可能合理變動之評估。

倘利率上調/下調1%而所有其他變數維持不變，本集團截至二零二三年四月三十日止年度的稅後虧損將增加/減少約20,000港元(二零二二年：增加/減少約65,000港元)。

公平值利率風險

本集團之公平值利率風險主要與固定利率租賃負債及其他貸款及其他借貸有關(該等固定利率債務工具詳情見附註31及33)。

42. FINANCIAL INSTRUMENTS (CONTINUED)

b. Financial risk management objectives and policies (Continued)

Market risk

Interest rate risk

Cash flow interest rate risk

The Group is exposed to cash flow interest rate risk through the changes in interest rates related mainly to the Group's variable-rates bank overdrafts, bank borrowings and bank balances.

The Group currently does not have any interest rate hedging policy in relation to fair value interest rate risk and cash flow interest rate risk. The directors monitor the Group's exposures on an ongoing basis and will consider hedging the interest rate should the need arises.

Sensitivity analysis

The sensitivity analysis below has been determined assuming that a change in interest rates had occurred at the end of the reporting period and had been applied to the exposure to interest rates for financial instruments in existence at that date. A 1% increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 1% higher/lower and all other variables were held constant, the Group's post tax loss for the year ended 30 April 2023 would have increased/decreased by approximately HK\$20,000 (2022: increased/decreased by approximately HK\$65,000).

Fair value interest rate risk

The Group's fair value interest rate risk relates primarily to fixed rate lease liabilities and other loan and other borrowings (see notes 31 and 33 for details of these fixed rate debt instruments).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

42. 金融工具 (續)

b. 財務風險管理目標及政策 (續)

市場風險 (續)

外幣風險

本集團承受之外幣風險主要來自交易，即以非業務相關之功能貨幣列值之買賣。產生該風險之貨幣主要為澳門幣、人民幣及美元。本集團盡可能透過進行同一貨幣交易以減低該風險。董事認為於報告期末無澳門幣、人民幣及美元之重大風險。因此，敏感度分析並未呈列。

流動資金風險

流動資金風險乃指集團企業在應付與金融工具相關之承擔時遇上集資困難之風險。流動資金風險或會因無法迅速按接近其公平值之價格出售金融資產而產生。

審慎之流動資金風險管理指維持充足現金。本集團會監察及維持視為足夠撥付本集團營運所需之銀行結餘及現金水平。

本集團透過預測所需現金數額及監察本集團之營運資金，運用預計現金流量分析管理流動資金風險，以確保能夠應付所有到期負債及已知資金需求。此外，銀行融資已經就緒以作不時之需。於二零二三年四月三十日，本集團可用之銀行融資總額約零港元（二零二二年：19,700,000港元），其中約零港元（二零二二年：19,567,000港元）於報告期末獲動用。

42. FINANCIAL INSTRUMENTS (CONTINUED)

b. Financial risk management objectives and policies (Continued)

Market risk (Continued)

Foreign currency risk

The Group is exposed to foreign currency risk primarily through transactions that are denominated in a currency other than the functional currency of the operations to which they relate. The currencies giving rise to this risk are primarily the Macau Pataca, Renminbi and US\$. The Group mitigates this risk by conducting transactions in the same currency, whenever possible. The directors consider there is no material exposure to the Macau Pataca, Renminbi and US\$ as at the end of the reporting period. Accordingly, sensitivity analysis has not been presented.

Liquidity risk

Liquidity risk is the risk that a group entity will encounter difficulty in raising funds to meet commitments associated with financial instruments. Liquidity risk may result from an inability to sell a financial asset quickly at close to its fair value.

Prudent liquidity risk management implies maintaining sufficient cash. The Group monitors and maintains a level of bank balances and cash deemed adequate to finance the Group's operations.

The Group employs projected cash flow analysis to manage liquidity risk by forecasting the amount of cash required and monitoring the working capital of the Group to ensure that all liabilities due and known funding requirements could be met. In addition, banking facilities have been put in place for contingency purposes. As at 30 April 2023, the Group's total available banking facilities were approximately HK\$Nil (2022: HK\$19,700,000), of which approximately HK\$Nil (2022: HK\$19,567,000) were utilised at the end of the reporting period.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

42. 金融工具 (續)

b. 財務風險管理目標及政策 (續)

流動資金風險 (續)

下表詳述本集團金融負債的剩餘合約到期日。該表乃按照金融負債的未貼現現金流量基於本集團可能被要求支付的最早日期編製。具體而言，不論對手方選擇行使其權利的可能性，包含按要求償還條款的銀行借貸及其他貸款及其他借貸已包括在最早時段。其他非衍生金融負債的到期日則根據協定還款日期釐定。該表包括利息及本金現金流量。倘利息流量為浮動利率，則未貼現的金額來自報告期末的利率。

42. FINANCIAL INSTRUMENTS (CONTINUED)

b. Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

The following tables detail the Group's remaining contractual maturity for its financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. Specifically, bank borrowings and other loan and other borrowings with a repayment on demand clause are included in the earliest time band regardless of the probability of the counterparties choosing to exercise their rights. The maturity dates for other non-derivative financial liabilities are based on the agreed repayment dates. The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate at the end of the reporting period.

		二零二三年 2023						
加權平均 實際利率 Weighted average effective interest rate %	即付或 一個月內 On demand or less than 1 month HK\$'000	一個月至 三個月 1-3 months HK\$'000	三個月至一年 3 months to 1 year HK\$'000	一年至五年 1 to 5 years HK\$'000	未折現 現金流合計 Total undiscounted cash flow HK\$'000	賬面值 Carrying value HK\$'000		
應付賬款及其他應付款項 Trade and other payables	-	30,566	-	-	-	30,566	30,566	
應付保固金款項 Retention monies payables	-	3,999	-	-	-	3,999	3,999	
其他貸款及其他借貸 Other loan and other borrowings	6.54	102,580	35	21,187	100	123,902	123,879	
		137,145	35	21,187	100	158,467	158,444	
租賃負債 Lease liabilities	4.84	112	225	740	619	1,696	1,622	

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42. 金融工具 (續)

42. FINANCIAL INSTRUMENTS (CONTINUED)

b. 財務風險管理目標及政策 (續)

b. Financial risk management objectives and policies
(Continued)

流動資金風險 (續)

Liquidity risk (Continued)

		二零二二年 2022						
		加權平均 實際利率 Weighted average effective interest rate %	即付或 一個月內 On demand or less than 1 month 千港元 HK\$'000	一個月至 三個月 1-3 months 千港元 HK\$'000	三個月至一年 3 months to 1 year 千港元 HK\$'000	一年至五年 1 to 5 years 千港元 HK\$'000	未折現 現金流合計 Total undiscounted cash flow 千港元 HK\$'000	賬面值 Carrying value 千港元 HK\$'000
應付賬款及其他應付款項	Trade and other payables	-	28,661	-	-	-	28,661	28,661
應付保固金款項	Retention monies payables	-	5,167	-	-	-	5,167	5,167
銀行借貸 (附註)	Bank borrowings (Note)	2.06%	-	736	7,950	-	8,686	8,634
其他貸款及其他借貸	Other loan and other borrowings	6.44%	98,450	32	18,145	3,197	119,824	119,453
銀行透支	Bank overdrafts	1.27%	10,933	-	-	-	10,933	10,933
			143,211	768	26,095	3,197	173,271	172,848
租賃負債	Lease liabilities	5.00%	324	441	1,982	1,697	4,444	4,224

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42. 金融工具 (續)

b. 財務風險管理目標及政策 (續)

流動資金風險 (續)

基於計劃還款之到期日分析—具有按要求償還條款之銀行借貸及其他貸款及借貸

		加權平均利率 Weighted average interest rate %	一年內		一年後		未折現 現金流合計	賬面值 Carrying amounts 千港元 HK\$'000
			Less than 1 year 千港元 HK\$'000	More than 1 year 千港元 HK\$'000	Total undiscounted cash flows 千港元 HK\$'000			
二零二三年四月三十日	30 April 2023	7.64	61,432	53,683	115,115	102,580		
二零二二年四月三十日	30 April 2022	7.58	26,242	88,018	114,260	98,450		

倘浮息利率的變動有別於報告期末時釐定的估計利率，上述浮息工具的金額或會出現變動。

c. 公平值估計

於一年內到期之金融資產及負債之名義款額假設與其公平值相若。

由於與關連人士之結餘之預期現金流量之時間因兩者之關係而無法合理地釐定，故並無釐定該等結餘之公平值。

下表根據估值方法分析以公平值入賬之金融工具。不同級別的定義如下：

- 相同資產或負債在活躍市場中的報價（未經調整）（第一級別）。
- 除第一級別所包括的報價外，可直接（即如價格）或間接（即由價格衍生）觀察的資產或負債的輸入值（第二級別）。
- 資產或負債的輸入值並非依據可觀察的市場數據（即不可觀察輸入數據）（第三級別）。

42. FINANCIAL INSTRUMENTS (CONTINUED)

b. Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

Maturity Analysis – Bank borrowing and other loan and borrowings with a repayment on demand clause based on scheduled repayments

The amounts included above for variable interest rate instruments are subject to change if changes in variable interest rates differ to those estimates of interest rates determined at the end of the reporting period.

c. Fair value estimation

The notional amounts of financial assets and liabilities with a maturity of less than one year are assumed to approximate their fair values.

The fair value of balances with related parties have not been determined as the timing of the expected cash flows of these balances cannot be reasonably determined because of the relationship.

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

42. 金融工具 (續)

c. 公平值估計 (續)

下表呈報本集團於二零二三年及二零二二年四月三十日按公平值計量的資產及負債。

		二零二三年 2023			
		第一級別 Level 1 千港元 HK\$'000	第二級別 Level 2 千港元 HK\$'000	第三級別 Level 3 千港元 HK\$'000	合計 Total 千港元 HK\$'000
資產	Assets				
按公平值計入其他全面 收益之權益工具	Equity instruments of FVTOCI	2,225	–	–	2,225
按公平值計入損益 之金融資產	Financial assets at FVTPL	45,271	–	–	45,271
		二零二二年 2022			
		第一級別 Level 1 千港元 HK\$'000	第二級別 Level 2 千港元 HK\$'000	第三級別 Level 3 千港元 HK\$'000	合計 Total 千港元 HK\$'000
資產	Assets				
按公平值計入其他全面 收益之權益工具	Equity instruments of FVTOCI	3,372	–	–	3,372
按公平值計入損益 之金融資產	Financial assets at FVTPL	71,953	–	–	71,953

於此兩個年度期間並無轉撥進出第一、二及三級公平值。

新發行的息票債券初始透過應用收入法技術按公平值確認。其隨後將採用實際利率法按攤銷成本列賬，詳情請見附註33。

42. FINANCIAL INSTRUMENTS (CONTINUED)

c. Fair value estimation (Continued)

The following table presents the Group's assets and liabilities that are measured at fair value at 30 April 2023 and 2022.

		二零二三年 2023			
		第一級別 Level 1 千港元 HK\$'000	第二級別 Level 2 千港元 HK\$'000	第三級別 Level 3 千港元 HK\$'000	合計 Total 千港元 HK\$'000
資產	Assets				
按公平值計入其他全面 收益之權益工具	Equity instruments of FVTOCI	2,225	–	–	2,225
按公平值計入損益 之金融資產	Financial assets at FVTPL	45,271	–	–	45,271
		二零二二年 2022			
		第一級別 Level 1 千港元 HK\$'000	第二級別 Level 2 千港元 HK\$'000	第三級別 Level 3 千港元 HK\$'000	合計 Total 千港元 HK\$'000
資產	Assets				
按公平值計入其他全面 收益之權益工具	Equity instruments of FVTOCI	3,372	–	–	3,372
按公平值計入損益 之金融資產	Financial assets at FVTPL	71,953	–	–	71,953

These were no transfers between level 1, 2 and 3 during both years.

The newly issued coupon bonds are initially recognized at fair value through the application of the income approach technique. It will be subsequently carried at amortised cost using the effective interest method. For details, please refer to note 33.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

42. 金融工具 (續)

c. 公平值估計 (續)

價格風險

下表呈列本集團於報告期末的除稅後虧損 (和累計虧損) 及按公平值計入其他全面收益儲備因應使本集團面臨重大風險的有關股票市價 (就上市投資而言) 之合理可能變動而出現的近似變動。

		二零二三年 2023		
		相關風險 轉變之 增加 / (減少)	除稅後虧損 及累計虧損 之影響 (附註)	按公平值計入 其他全面 收益儲備 之影響
		Increase/ (decrease) in the relevant risk variable	Effect on loss after taxation and accumulated losses (Note) 千港元 HK\$'000	Effect on FVTOCI reserve 千港元 HK\$'000
潛在上市投資之市場價格：	Market price of underlying listed investments:	10%	3,780	223
		10%	(3,780)	(223)
		二零二二年 2022		
		相關風險 轉變之 增加 / (減少)	除稅後虧損 及累計虧損 之影響 (附註)	按公平值計入 其他全面 收益儲備 之影響
		Increase/ (decrease) in the relevant risk variable	Effect on loss after taxation and accumulated losses (Note) 千港元 HK\$'000	Effect on FVTOCI reserve 千港元 HK\$'000
潛在上市投資之市場價格：	Market price of underlying listed investments:	10%	6,008	337
		(10%)	(6,008)	(337)

附註：本集團除稅後虧損之影響不計及稅項虧損之使用。

第二級別之金融工具

於二零二三年及二零二二年四月三十日，非上市投資基金之公平值乃基於該基金之資產淨值，並經參考相關投資組合的可觀察價格 (報價) 及有關開支之調整而釐定。

42. FINANCIAL INSTRUMENTS (CONTINUED)

c. Fair value estimation (Continued)

Price risk

The following table indicates the approximate changes in the Group's loss after taxation (and accumulated losses) and FVTOCI reserve in response to reasonably possible changes in the relevant stock market price (for listed investments) to which the Group have significant exposure at the end of the reporting period.

		二零二三年 2023		
		相關風險 轉變之 增加 / (減少)	除稅後虧損 及累計虧損 之影響 (附註)	按公平值計入 其他全面 收益儲備 之影響
		Increase/ (decrease) in the relevant risk variable	Effect on loss after taxation and accumulated losses (Note) 千港元 HK\$'000	Effect on FVTOCI reserve 千港元 HK\$'000
潛在上市投資之市場價格：	Market price of underlying listed investments:	10%	3,780	223
		10%	(3,780)	(223)
		二零二二年 2022		
		相關風險 轉變之 增加 / (減少)	除稅後虧損 及累計虧損 之影響 (附註)	按公平值計入 其他全面 收益儲備 之影響
		Increase/ (decrease) in the relevant risk variable	Effect on loss after taxation and accumulated losses (Note) 千港元 HK\$'000	Effect on FVTOCI reserve 千港元 HK\$'000
潛在上市投資之市場價格：	Market price of underlying listed investments:	10%	6,008	337
		(10%)	(6,008)	(337)

Note: The effect in the Group's loss after taxation has disregarded the utilisation of tax losses.

Financial instruments in level 2

The fair value of the unlisted investments funds as at 30 April 2023 and 2022 was determined based on the net asset values of the funds, determined with reference to observable (quoted) prices of underlying investment portfolio and adjustment of related expenses.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

43. 融資活動產生的負債對賬

下表詳列本集團融資活動所產生的負債變動，其中包括現金及非現金變動。融資活動產生的負債指因已經或將會於本集團綜合現金流量表分類為融資活動所得現金流量者而承擔之負債。

43. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be classified in the Group's consolidated statement of cash flows from financing activities.

		銀行借貸	其他貸款及 其他借貸	租賃負債	應付利息 (計入 應付賬款及 其他應付 款項內)	總計
		Bank borrowings	Other loan and other borrowings	Lease liabilities	Interest payables (included in trade and other payables)	Total
		附註32 Note 32	附註33 Note 33	附註31 Note 31	附註29 Note 29	
		千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
於二零二一年五月一日	At 1 May 2021	47,859	80,000	4,114	2,808	134,781
融資現金流量	Financing cash flows	(31,692)	36,548	(5,985)	(2,808)	(3,937)
融資成本	Finance costs	-	6,395	317	-	6,712
融資現金流量所得 (所用)現金淨額	Net cash generated from (used in) financing cash flows	(31,692)	42,943	(5,668)	(2,808)	2,775
債務修改	Debt modification	-	(3,490)	-	-	(3,490)
買方於出售附屬公司時償還	Repaid by buyer on disposal of subsidiary	(7,533)	-	-	-	(7,533)
已訂立新租賃	New leases entered	-	-	3,931	-	3,931
出售附屬公司沖回	Eliminated on disposal of subsidiaries	-	-	1,847	-	1,847
於二零二二年四月三十日 及二零二二年五月一日	At 30 April 2022 and 1 May 2022	8,634	119,453	4,224	-	132,311
融資現金流量	Financing cash flows	(8,789)	(3,893)	(2,748)	-	(15,430)
融資成本	Finance costs	155	6,847	146	-	7,148
融資現金流量所得 (所用)現金淨額	Net cash generated from (used in) financing cash flows	(8,634)	2,954	(2,602)	-	(8,282)
債務修改	Debt modification	-	1,472	-	-	1,472
於二零二三年四月三十日	At 30 April 2023	-	123,879	1,622	-	125,501

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

44. 本公司主要附屬公司詳情

於二零二三年四月三十日及二零二二年四月三十日主要附屬公司（均為有限責任公司）詳情如下：

44. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

Particulars of the principal subsidiaries, which are limited liability companies, at 30 April 2023 and 30 April 2022 are as follows:

附屬公司名稱 Name of subsidiary	註冊成立/ 註冊/經營地點 Place of incorporation/ registration/ operations	法人 實體形式 Form of legal entity	已發行及 繳足股本 Issued and fully paid up share capital	本公司所持有權益及投票權之比例 Proportion of equity interests and voting rights held by the Company				主要業務 Principal activities
				二零二三年 2023		二零二二年 2022		
				直接 Directly	間接 Indirectly	直接 Directly	間接 Indirectly	
領得環球有限公司 Apex Gain Global Limited	英屬維爾京群島 BVI	有限公司 Limited Company	普通股本1美元 Ordinary US\$1	100%	-	100%	-	投資控股 Investment holding
藍塘創投有限公司 Blue Pool Ventures Limited	薩摩亞 Samoa	有限公司 Limited Company	普通股本100美元 Ordinary US\$100	-	-*	-	100%	投資控股 Investment holding
臻鑽香港有限公司 Ching's Diamond Collection Limited	香港 Hong Kong	有限公司 Limited Company	普通股本 2,000,051港元 Ordinary HK\$2,000,051	-	100%	-	100%	珠寶銷售 Sales of jewellery
康嘉投資有限公司 Conkar Investments Limited	英屬維爾京群島 BVI	有限公司 Limited Company	普通股本1美元 Ordinary US\$1	100%	-	100%	-	證券投資 Securities investment
第一基業有限公司 First Occasion Limited	香港 Hong Kong	有限公司 Limited Company	普通股本1港元 Ordinary HK\$1	-	100%	-	100%	證券投資 Securities investment
金徽香港有限公司 Gold Medal Hong Kong Limited	香港 Hong Kong	有限公司 Limited Company	普通股本1港元 Ordinary HK\$1	-	100%	-	100%	借貸 Money lending
Instant Victory Global Limited	英屬維爾京群島 BVI	有限公司 Limited Company	普通股本 50,000美元 Ordinary US\$50,000	100%	-	100%	-	投資控股 Investment holding
禧寶投資有限公司 Jubilee Treasure Investments Limited	英屬維爾京群島 BVI	有限公司 Limited Company	普通股本780港元 Ordinary HK\$780	100%	-	100%	-	投資控股 Investment holding
伸達資產管理有限公司 Mass Fidelity Asset Management Limited	香港 Hong Kong	有限公司 Limited Company	普通股本 200,000港元 Ordinary HK\$200,000	-	-*	-	100%	資產管理 Assets management

* 該等附屬公司於二零二二年八月八日出售。

* The subsidiaries were disposed on 8 August 2022.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

44. 本公司主要附屬公司詳情
(續)

44. PARTICULARS OF PRINCIPAL
SUBSIDIARIES OF THE COMPANY
(CONTINUED)

附屬公司名稱 Name of subsidiary	註冊成立/ 註冊/經營地點 Place of incorporation/ registration/ operations	法人 實體形式 Form of legal entity	已發行及 繳足股本 Issued and fully paid up share capital	本公司所持有權益及投票權之比例 Proportion of equity interests and voting rights held by the Company				主要業務 Principal activities
				二零二三年 2023		二零二二年 2022		
				直接 Directly	間接 Indirectly	直接 Directly	間接 Indirectly	
				Directly	Indirectly	Directly	Indirectly	
RJ Management Limited	英屬維爾京群島 BVI	有限公司 Limited Company	普通股本 50,000美元 Ordinary US\$50,000	100%#	-	-	-	投資控股 Investment holding
瑞嘉實業發展有限公司	香港	有限公司	普通股本 10,000,000港元 Ordinary HK\$10,000,000	-	100%*	-	-	投資控股 Investment holding
漢基工程有限公司(「漢基」)	香港	有限公司	普通股本 1,226,667港元	-	70%	-	70%	吊船工作台貿易、設計、 銷售、維修及保養 以及防撞欄及登爬 維修器材之安裝及 維修服務
Sinogain Engineering Limited ("Sinogain")	Hong Kong	Limited Company	Ordinary HK\$1,226,667					Trading, design, sales, repairs and maintenance of gondolas and parapet railings and access equipment installation and maintenance services
天隆國際有限公司	香港	有限公司	普通股本 10,000港元	-	100%	-	100%	出租吊船工作台 Gondolas rental
Skylon International Limited	Hong Kong	Limited Company	Ordinary HK\$10,000					
天豐運輸貿易有限公司	香港	有限公司	普通股本 10,000港元	-	100%	-	100%	提供運輸服務 Provision of transportation services
Skyway Transport & Trading Company Limited	Hong Kong	Limited Company	Ordinary HK\$10,000					

該附屬公司於二零二二年七月二十八日於英屬處女群島註冊成立為有限公司。

The subsidiary is incorporated in the BVI as a limited company on 28 July 2022.

* 該附屬公司於二零二二年八月二十四日於香港註冊成立為有限公司。

* The subsidiary is incorporated in Hong Kong as a limited company on 24 August 2022.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

44. 本公司主要附屬公司詳情 (續)

44. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (CONTINUED)

附屬公司名稱 Name of subsidiary	註冊成立/ 註冊/經營地點 Place of incorporation/ registration/ operations	法人 實體形式 Form of legal entity	已發行及 繳足股本 Issued and fully paid up share capital	本公司所持有權益及投票權之比例 Proportion of equity interests and voting rights held by the Company				主要業務 Principal activities
				二零二三年 2023		二零二二年 2022		
				直接 Directly	間接 Indirectly	直接 Directly	間接 Indirectly	
				Directly	Indirectly	Directly	Indirectly	
星湖投資有限公司 Starry Lake Investments Limited	英屬維爾京群島 BVI	有限公司 Limited Company	普通股本1美元 Ordinary US\$1	100%	-	100%	-	投資控股 Investment holding
駿盈國際有限公司 Talent Gain International Limited	英屬維爾京群島 BVI	有限公司 Limited Company	普通股本100美元 Ordinary US\$100	100%	-	100%	-	投資控股 Investment holding
捷正有限公司 Upright Victory Limited	英屬維爾京群島 BVI	有限公司 Limited Company	普通股本1美元 Ordinary US\$1	-	100%	-	100%	證券投資 Securities investment
WLS (BVI) Limited	英屬維爾京群島 BVI	有限公司 Limited Company	普通股本 38,510美元 Ordinary US\$38,510	100%	-	100%	-	投資控股 Investment holding
世獅環球有限公司 World Lion Global Limited	英屬維爾京群島 BVI	有限公司 Limited Company	普通股本1美元 Ordinary US\$1	100%	-	100%	-	投資控股 Investment holding
滙隆工程營造有限公司 WLS Contractors Limited	香港 Hong Kong	有限公司 Limited Company	普通股本 10,000港元 Ordinary HK\$10,000	-	100%	-	100%	提供管理合約服務 Provision of management contracting services
滙隆知識產權有限公司 WLS Intellectual Property Limited	香港 Hong Kong	有限公司 Limited Company	普通股本2港元 Ordinary HK\$2	-	100%	-	100%	投資控股 Investment holding
滙隆顧問有限公司 Wui Loong Consultancy Company Limited	香港 Hong Kong	有限公司 Limited Company	普通股本 100,000港元 Ordinary HK\$100,000	-	100%	-	100%	提供顧問服務 Provision of consultancy services

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

44. 本公司主要附屬公司詳情
(續)

44. PARTICULARS OF PRINCIPAL
SUBSIDIARIES OF THE COMPANY
(CONTINUED)

附屬公司名稱 Name of subsidiary	註冊成立/ 註冊/經營地點 Place of incorporation/ registration/ operations	法人 實體形式 Form of legal entity	已發行及 繳足股本 Issued and fully paid up share capital	本公司所持有權益及投票權之比例 Proportion of equity interests and voting rights held by the Company				主要業務 Principal activities
				二零二三年 2023		二零二二年 2022		
				直接 Directly	間接 Indirectly	直接 Directly	間接 Indirectly	
				直接 Directly	間接 Indirectly	直接 Directly	間接 Indirectly	
滙隆(香港)棚業有限公司 Wui Loong (H.K.) Scaffolding Works Company Limited	香港 Hong Kong	有限公司 Limited Company	普通股本2港元 Ordinary HK\$2	-	100%	-	100%	棚架搭建業務 Scaffolding works business
滙隆資源有限公司 Wui Loong Resources Limited	香港 Hong Kong	有限公司 Limited Company	普通股本 10,000港元 Ordinary HK\$10,000	-	100%	-	100%	提供管理服務 Provision of management services
滙隆棚業有限公司 Wui Loong Scaffolding Works Company Limited	香港 Hong Kong	有限公司 Limited Company	普通股本2港元 無投票權 遞延股(附註) 1,900,000港元 Ordinary HK\$2 Non-voting deferred (Note) HK\$1,900,000	-	100%	-	100%	棚架搭建業務 Scaffolding works business
滙聯營造有限公司 Wui Luen Engineering Company Limited	香港 Hong Kong	有限公司 Limited Company	普通股本 100,000港元 Ordinary HK\$100,000	-	100%	-	100%	精裝修業務 Fitting out business

附註：無投票權遞延股持有人無權享有股息、無權出席股東大會或在會上投票，亦無權於清盤之退回資金中接受任何剩餘資產（惟於上述清盤中分派予本公司普通股持有人1,000,000億港元後之有關資產的一半結餘除外）。

Note: The non-voting deferred shares carry no rights to dividends, no rights to attend or vote at general meetings and no rights to receive any surplus assets in a return of capital in a winding-up (other than one half of the balance of such assets after the sum of HK\$100,000 billion has been distributed to the holders of the ordinary shares of the Company in such winding-up).

上表列載董事認為重大影響本集團業績或構成資產淨值的重大部分之本公司附屬公司。董事認為列載其他附屬公司之詳情將令篇幅過於冗長。

The above table lists the subsidiaries of the Company which, in the opinion of the Directors, materially affected the results of the Group or formed a substantial portion of the net assets. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

45. 擁有重大非控股權益之非全資附屬公司之詳情

下表載列本集團擁有重大非控股權益之非全資附屬公司之詳情：

附屬公司名稱 Name of subsidiary	註冊成立地點及 主要營業地點 Place of incorporation and principal place of business	非控股權益所持擁有權 權益及投票權之比例 Proportion of ownership interests and voting rights held by non-controlling interests		分配予非控股權益之 全面支出(收益)總額 Total comprehensive expense (income) attributable to non-controlling interests		累計非控股權益 Accumulated non-controlling interests	
		二零二三年	二零二二年	二零二三年	二零二二年	二零二三年	二零二二年
		2023	2022	2023	2022	2023	2022
				千港元	千港元	千港元	千港元
				HK\$'000	HK\$'000	HK\$'000	HK\$'000
森基 Sense Key*	香港 Hong Kong	-	-	-	1,149	-	6,521
漢基 Sinogain	香港 Hong Kong	30%	30%	(7,093)	1	-	7,093

本集團擁有重大非控股權益的一間重大附屬公司的財務資料匯總如下。以下匯總的財務資料代表集團內部抵銷之前的金額。

* 該附屬公司於二零二二年四月二十九日出售。

45. DETAILS OF NON-WHOLLY-OWNED SUBSIDIARIES THAT HAVE MATERIAL NON-CONTROLLING INTERESTS

The table below shows details of non wholly-owned subsidiaries of the Group that has material non-controlling interests:

Summarised financial information in respect of a material subsidiary of the Group that has material non-controlling interests is set out below. The summarised financial information below represents amounts before intra-group eliminations.

* The subsidiary was disposed on 29 April 2022.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

45. 擁有重大非控股權益之非全資附屬公司之詳情 (續)

45. DETAILS OF NON-WHOLLY-OWNED SUBSIDIARIES THAT HAVE MATERIAL NON-CONTROLLING INTERESTS (CONTINUED)

森基設計工程控股有限公司

Sense Key Design Holdings Limited

二零二二年
四月二十九日
29 April 2022
(出售日期)
(Date of disposal)
千港元
HK\$'000

非流動資產	Non-current assets	689
流動資產	Current assets	854
流動負債	Current liabilities	(14,852)
本公司持有人應佔權益	Equity attributable to the owners of the Company	(6,788)
非控股權益	Non-controlling interests	(6,521)
收益	Revenue	5,984
支出	Expenses	(8,328)
年度虧損及全面支出總額	Loss and total comprehensive expense for the year	(2,344)
以下人士應佔年度虧損及全面支出總額：	Loss and total comprehensive expense for the year attributable to:	
本公司持有人	Owners of the Company	(1,195)
非控股權益	Non-controlling interests	(1,149)
		(2,344)
經營業務所用現金淨額	Net cash used in operating activities	(3,155)
融資業務所得現金淨額	Net cash generated from financing activities	3,396
現金流入淨額	Net cash inflow	241

財務摘要

FINANCIAL SUMMARY

業績

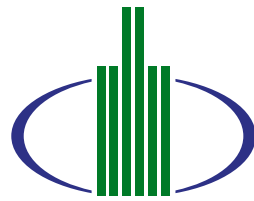
RESULTS

		截至四月三十日止年度				
		Year ended 30 April				
		二零二三年	二零二二年	二零二一年	二零二零年	二零一九年
		2023	2022	2021	2020	2019
		千港元	千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
			(經重列)			(經重列)
			(restated)			(restated)
持續經營	Continuing operations					
收益	Revenue	145,960	189,047	150,206	139,516	179,503
銷售成本	Cost of sales	(98,112)	(117,927)	(78,164)	(80,759)	(119,351)
毛利	Gross profit	47,848	71,120	72,042	58,757	60,152
其他收入	Other income	3,384	461	6,647	2,215	1,898
其他收益及(虧損)	Other gains and (losses)	(118,082)	(59,237)	(47,356)	(78,194)	(30,401)
營運及行政費用	Operating and administrative expenses	(27,440)	(48,374)	(42,680)	(43,996)	(41,000)
投資物業之公平值變動	Fair value changes on investment properties	-	2,521	(4,500)	(8,080)	410
出售物業、廠房及設備之收益	Gain on disposal of property, plant and equipment	15	-	829	81	80
物業、廠房及設備之出售及撇賬虧損	Loss on disposal and write-off of property, plant and equipment	-	(407)	(391)	(25)	(28)
物業、廠房及設備以及使用權資產之減值虧損	Impairment loss of property, plant and equipment and right-of-use assets	(4,500)	-	-	-	-
出售一間附屬公司之收益	Gain on disposal of a subsidiary	115	34,446	12,255	-	-
就商譽及無形資產確認之減值虧損	Impairment losses recognised in respect of goodwill and intangible asset	-	-	-	(34,954)	(32,666)
融資成本	Finance costs	(7,147)	(8,049)	(9,775)	(9,795)	(8,565)
除稅前虧損	Loss before taxation	(105,807)	(7,519)	(12,929)	(113,991)	(50,120)
稅項	Taxation	487	(4,258)	(6)	8,986	(463)
本年度虧損	Loss for the year	(105,320)	(11,777)	(12,935)	(105,005)	(50,583)

資產及負債

ASSETS AND LIABILITIES

		於四月三十日				
		At 30 April				
		二零二三年	二零二二年	二零二一年	二零二零年	二零一九年
		2023	2022	2021	2020	2019
		千港元	千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
總資產	Total assets	575,605	703,374	711,065	732,119	798,250
總負債	Total liabilities	(179,498)	(200,829)	(202,177)	(207,770)	(163,620)
		396,107	502,545	508,888	524,349	634,630
本公司持有人應佔權益	Equity attributable to the owners of the Company	396,107	509,638	521,353	537,629	646,039
非控股權益	Non-controlling interests	-	(7,093)	(12,465)	(13,280)	(11,409)
		396,107	502,545	508,888	524,349	634,630



滙隆控股有限公司
WLS Holdings Limited

